

Pennsylvania Gaming Control Board

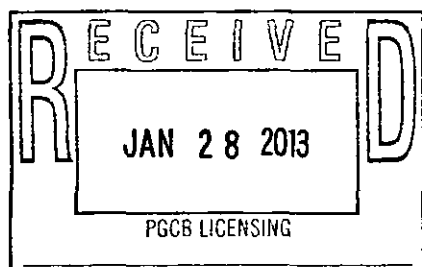
Slot Operator and Management Company Application  
and Disclosure Information Form

November 15, 2012

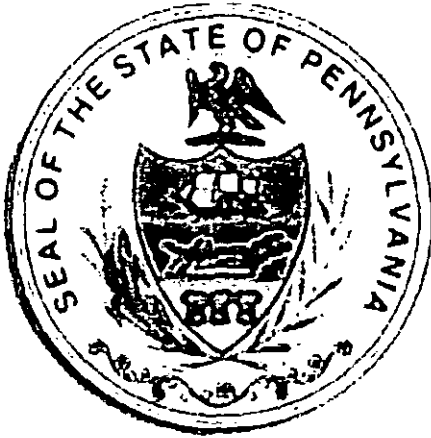


Applicant:

PHL Local Gaming LLC  
Slot Operator

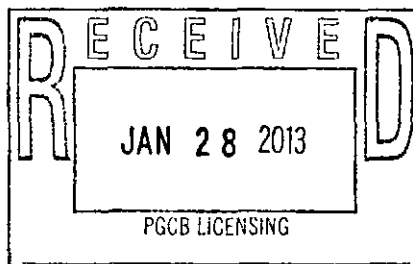


**REDACTED VERSION  
FOR PUBLIC VIEW**



# Pennsylvania Gaming Control Board

## **SLOT OPERATOR AND MANAGEMENT COMPANY- APPLICATION AND DISCLOSURE INFORMATION FORM**



## INSTRUCTIONS

PENNSYLVANIA GAMING IS GOVERNED BY THE LAWS SET FORTH IN 4 PA.C.S. PART II, ENACTED BY THE ACT OF JULY 5, 2004 (P.L. 572, No. 71), THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT (ACT), AS AMENDED, AND 58 PA. CODE PART VII, PENNSYLVANIA GAMING CONTROL BOARD (REGULATIONS).

THESE INSTRUCTIONS ARE APPLICABLE TO ANY "PERSON" SEEKING TO BE LICENSED AS A CONDITIONAL CATEGORY 1, CATEGORY 1, CATEGORY 2, CATEGORY 3 SLOT MACHINE OPERATOR (COLLECTIVELY REFERRED TO HEREFTER AS SLOT OPERATOR) OR MANAGEMENT COMPANY. PLEASE BE ADVISED THAT NO PERSON, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY THAT HAS APPLIED FOR OR IS A HOLDER OF A SLOT MACHINE LICENSE, SHALL BE ELIGIBLE TO APPLY FOR OR HOLD A SUPPLIER OR MANUFACTURER LICENSE.

AS USED IN THESE INSTRUCTIONS, THE PHRASE "AFFILIATED ENTITIES" SHALL MEAN A SLOT OPERATOR'S OR MANAGEMENT COMPANY'S AFFILIATES, INTERMEDIARIES, SUBSIDIARIES AND HOLDING COMPANIES. SLOT MACHINE OPERATORS ARE SUBJECT TO THE REQUIREMENTS OF §§1302 AND 1303 (EXCLUSIVELY FOR CATEGORY 1), 1304 (EXCLUSIVELY FOR CATEGORY 2), 1305 (EXCLUSIVELY FOR CATEGORY 3) AND 1309 (ALL CATEGORIES) OF THE ACT. CONDITIONAL CATEGORY 1 SLOT MACHINE LICENSES ARE SUBJECT TO THE REQUIREMENTS OF §1315 OF THE ACT.

THE ORIGINAL FORM, ONE PAPER COPY, AND ONE (1) COMPACT DISC (CD) CONTAINING ALL FORMS MUST BE SENT TO THE PENNSYLVANIA GAMING CONTROL BOARD, BUREAU OF LICENSING, 303 WALNUT STREET, FIFTH FLOOR, VERIZON TOWER, HARRISBURG, PENNSYLVANIA 17101 WITH THE APPROPRIATE FEE. PLEASE REFER TO THE LICENSING SECTION OF THE BOARD'S WEBSITE FOR CD FORMATTING REQUIREMENTS.

### 1. SLOT OPERATOR AND MANAGEMENT COMPANY

THE FORMS THAT MAKE UP AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE ARE AS FOLLOWS:

- A. **SLOT OPERATOR AND MANAGEMENT COMPANY APPLICATION AND DISCLOSURE INFORMATION FORM (TO BE COMPLETED BY APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).**
- B. **REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS FORM - ADDENDUM 1 (FOR CATEGORY 1 APPLICANTS SEEKING USE OF ALTERNATIVE LICENSING STANDARDS)**  
  
(COMPLETE THIS FORM IF YOU ARE A CONDITIONAL/CATEGORY 1 APPLICANT AND ARE REQUESTING THAT THE BOARD UTILIZE THE LICENSE APPLICATION PACKAGE FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION PURSUANT TO §1314 OF THE ACT. IF THE BOARD DETERMINES THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS TO THOSE IN THE ACT, ONLY UPDATED INFORMATION FROM THE DATE OF FILING THE APPLICATION IN THE OTHER JURISDICTION MAY BE NECESSARY. THE CONDITIONAL/CATEGORY 1 APPLICANT MAY BE ASKED TO SUBMIT PROOF THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS).
- C. **MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI-JURISDICTIONAL PHD)**  
  
(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE AS DEFINED IN 58 PA. CODE §401A.3) AND IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).
- D. **PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT)**  
  
(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).

**E. PRINCIPAL ENTITY FORM**

(TO BE COMPLETED BY EACH ENTITY THAT IS A PRINCIPAL IDENTIFIED IN SCHEDULES 10, 10A, 11, 13, 15 AND 18).

**2. APPLICATION AND LICENSING FEES**

**A. APPLICATION FEES AND INVESTIGATION DEPOSITS**

APPLICATION FEES MUST BE SUBMITTED WITH THE APPLICATION PACKAGE. THESE FEES ARE NON-REFUNDABLE DEPOSITS THAT WILL BE USED BY THE BOARD TO PROCESS AND INVESTIGATE THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS FILING FORMS AS PART OF THE APPLICATION PACKAGE. APPLICATION FEES MUST BE SUBMITTED FOR EACH APPLICANT, AFFILIATED ENTITY AND PERSON, UNLESS OTHERWISE NOTED.

THERE MAY BE ADDITIONAL COSTS AND EXPENSES INCURRED BY THE BOARD IN ITS PROCESSING AND INVESTIGATION OF THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS. THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT MUST REIMBURSE THE BOARD FOR ALL ADDITIONAL COSTS AND EXPENSES RELATED TO THE PROCESSING AND INVESTIGATION OF THEIR APPLICATION PACKAGE.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT .....	\$5,000.00
APPLICANT'S AFFILIATED ENTITIES .....	\$2,500.00
PRINCIPAL/KEY EMPLOYEES .....	\$2,500.00
PRINCIPAL ENTITY .....	\$2,500.00

**B. LICENSING FEES**

LICENSING FEES MUST BE PAID PRIOR TO ISSUANCE OF THE LICENSE.

CATEGORY 1 SLOT MACHINE LICENSE .....	\$50,000,000.00
CATEGORY 2 SLOT MACHINE LICENSE .....	\$50,000,000.00
CATEGORY 3 SLOT MACHINE LICENSE .....	\$5,000,000.00
CATEGORY 1 OR 2 MANAGEMENT COMPANY LICENSE .....	\$1,500,000/3 YEAR LICENSE
CATEGORY 3 MANAGEMENT COMPANY LICENSE .....	\$150,000/3 YEAR LICENSE

**3. APPLICATION FORM INSTRUCTIONS**

**GENERALLY**

AS USED IN THE SLOT OPERATOR OR MANAGEMENT COMPANY FORM, THE WORDS "APPLICANT" AND "YOU" SHALL MEAN THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT. WHEN APPLICANT'S AFFILIATED ENTITIES ARE COMPLETING THE FORM, "APPLICANT" AND "YOU" SHALL REFER TO THE AFFILIATED ENTITY COMPLETING THE FORM.

ALL ENTRIES ON THE FORM MUST BE TYPED OR PRINTED IN BLOCK LETTERING. INITIALS AND SIGNATURES MUST BE HANDWRITTEN BY THE PERSON PROVIDING THE INFORMATION. IF THE ANSWERS ARE NOT LEGIBLE, THE APPLICATION MAY NOT BE ACCEPTED.

READ EACH QUESTION CAREFULLY PRIOR TO ANSWERING. ANSWER EVERY QUESTION COMPLETELY. DO NOT LEAVE BLANK SPACES. IF A QUESTION DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" IN RESPONSE TO THAT QUESTION. IF A SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE SCHEDULE OR ADDENDUM.

APPENDICES ARE TO BE PROVIDED BY THE APPLICANT. THE REQUIRED APPENDICES ARE LISTED ON THE APPLICATION CHECKLIST. APPENDICES MUST BE PRESENTED IN A TABBED MANNER. EACH TAB MUST INDICATE THE APPENDIX NUMBER. IMMEDIATELY FOLLOWING THE TAB, APPLICANT MUST INSERT A PAGE WITH THE APPENDIX NUMBER AND ALL INFORMATION APPLICABLE TO THE APPENDIX. IF AN APPENDIX DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT, OR IF THE APPLICANT IS NOT A NATURAL PERSON, THE PERSON AUTHORIZED TO COMPLETE THE FORM ON BEHALF OF THE APPLICANT MUST INITIAL EACH PAGE. IF ADDITIONAL PAGES ARE REQUIRED IN ORDER TO ANSWER ANY QUESTION, ADDITIONAL PAGES MAY BE UTILIZED AND MUST BE ATTACHED TO THE FORM. BE SURE TO INDICATE THE NUMBER(S) OF THE QUESTION(S) BEING ANSWERED AND INITIAL EACH ADDITIONAL PAGE. SOME SCHEDULES MAY REQUIRE DISCLOSURE OF INFORMATION FOR MORE THAN ONE NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION. IF THERE ARE MULTIPLE DISCLOSURES, MAKE ENOUGH ADDITIONAL COPIES OF THE BLANK SCHEDULE AND COMPLETE IT FOR EACH NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION.

ALL REQUIRED DOCUMENTATION, SUCH AS BUSINESS FORMATION PAPERS, TAX RETURNS AND APPENDICES, AS WELL AS THE APPLICATION FORMS THAT COMPRISE AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE, AS LISTED ABOVE, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM. FURTHER, PURSUANT TO 58 PA. CODE §§421A.1(G) AND 423A.1(E), THE APPLICANT IS UNDER A CONTINUING DUTY TO PROMPTLY NOTIFY THE BOARD IF THERE IS A CHANGE IN THE INFORMATION PROVIDED TO THE BOARD.

ADDITIONAL FINANCIAL INFORMATION WILL BE REQUESTED AS NEEDED.

SHOULD YOU BE UNABLE TO UNDERSTAND THIS FORM FULLY IN ENGLISH, IT IS YOUR RESPONSIBILITY TO ACQUIRE ADEQUATE MEANS OF TRANSLATION. IF YOU SUBMIT A DOCUMENT TO THE BOARD THAT IS IN A LANGUAGE OTHER THAN ENGLISH, YOU MUST ALSO SUBMIT AN ENGLISH TRANSLATION COMPLIANT WITH 58 PA. CODE §423A.1(H).

ALL NOTICES REGARDING YOUR APPLICATION WILL BE SENT TO THE ADDRESS YOU PROVIDE ON THIS FORM. YOU MUST IMMEDIATELY NOTIFY THE BOARD IF YOU CHANGE YOUR ADDRESS.

FAILURE TO ANSWER ANY QUESTION COMPLETELY AND TRUTHFULLY WILL RESULT IN DENIAL OF YOUR APPLICATION AND/OR REVOCATION OF YOUR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT AND MAY SUBJECT YOU TO CRIMINAL PENALTIES UNDER 18 PA.C. S. A. §4903.

ANY PERSON WHO APPLIES FOR AND OBTAINS A LICENSE, REGISTRATION, CERTIFICATE OR PERMIT FROM THE BOARD MAY BE REQUIRED TO SUBMIT TO WARRANTLESS SEARCHES WHEN PRESENT IN A LICENSED GAMING FACILITY PURSUANT TO THE ACT.

CONFIDENTIAL INFORMATION (AS DEFINED IN 58 PA. CODE §401A.3) SUPPLIED TO THE BOARD OR OTHERWISE OBTAINED SHALL NOT BE REVEALED EXCEPT IN THE COURSE OF THE NECESSARY ADMINISTRATION OF THE ACT, OR UPON THE LAWFUL ORDER OF A COURT OF COMPETENT JURISDICTION OR, WITH THE APPROVAL OF THE ATTORNEY GENERAL, TO A DULY AUTHORIZED LAW ENFORCEMENT AGENCY. AN APPLICANT OR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT HOLDER WAIVES ANY LIABILITY OF THE COMMONWEALTH OF PENNSYLVANIA AND ITS INSTRUMENTALITIES AND AGENTS FOR ANY DAMAGES RESULTING FROM ANY DISCLOSURE OR PUBLICATION IN ANY MANNER, OTHER THAN A WILLFULLY UNLAWFUL DISCLOSURE OR PUBLICATION.

PURSUANT TO 58 PA. CODE §423A.5, ONCE THE APPLICATION HAS BEEN FILED, THE APPLICANT MAY ONLY WITHDRAW ITS APPLICATION BY FILING A PETITION WITH THE BOARD SEEKING PERMISSION TO WITHDRAW.

A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION ISSUANCE, RENEWAL OR OTHER AUTHORIZATION ISSUED BY THE BOARD IS A REVOCABLE PRIVILEGE. NO PERSON HOLDING A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION, RENEWAL, OR OTHER AUTHORIZATION IS DEEMED TO HAVE ANY PROPERTY RIGHTS RELATED TO THE LICENSE, PERMIT, CERTIFICATION OR REGISTRATION.

AN APPLICATION THAT HAS BEEN ACCEPTED FOR FILING AND ALL RELATED MATERIALS SUBMITTED TO THE BOARD BECOME THE PROPERTY OF THE BOARD AND WILL NOT BE RETURNED TO THE APPLICANT.

THIS IS AN APPLICATION FOR A SLOT MACHINE OR MANAGEMENT COMPANY LICENSE. AN ENTITY INTERESTED IN OFFERING TABLE GAMES MUST FIRST OBTAIN A SLOT MACHINE LICENSE IN ORDER TO BE ELIGIBLE TO FILE A PETITION SEEKING AUTHORIZATION TO CONDUCT TABLE GAMES. ANY REFERENCES TO TABLE GAMES IN THIS APPLICATION ARE FOR INFORMATIONAL PURPOSES ONLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - BUREAU OF LICENSING AT (717) 346-8300.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT	
INSERT THE NUMBER OF EACH OF THE FOLLOWING FORMS INCLUDED IN THIS APPLICATION PACKAGE	
<input type="text" value="1"/>	SLOT OPERATOR OR MANAGEMENT COMPANY DISCLOSURE INFORMATION FORM (FOR APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).
<input type="text" value="0"/>	REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS - ADDENDUM I (FOR CONDITIONAL/CATEGORY 1 APPLICANT REQUESTING THAT THE BOARD UTILIZE THE APPLICATION FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION).
<input type="text" value="1"/>	MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI - JURISDICTIONAL PHD) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="1"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="0"/>	PRINCIPAL ENTITY FORM (FOR EACH ENTITY THAT IS A PRINCIPAL).

## APPLICANT INFORMATION

<b>APPLICANT'S BUSINESS NAME</b>			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
PHL LOCAL GAMING, LLC			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
NONE			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS OPPORTUNITIES OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE ENTERPRISE CERTIFICATION NUMBER. [REDACTED]			
<b>APPLICANT'S PRINCIPAL ADDRESS</b>			
ADDRESS LINE 1			
3333 S. FRONT STREET			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
PHILADELPHIA		PA	19148
COUNTRY		EMAIL ADDRESS	
UNITED STATES OF AMERICA		JOE@PROCACCIBROTHERS.COM	
COUNTY	TOWNSHIP	WEB URL	
PHILADELPHIA	PHILADELPHIA	NONE	
PHONE NUMBER (215)-463-8000		FAX NUMBER (215)-467-1144	
<b>APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)</b>			
ADDRESS LINE 1			
3333 S. FRONT STREET			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
PHILADELPHIA		PA	19148
COUNTRY		EMAIL ADDRESS	
USA		JOE@PROCACCIBROTHERS.COM	
COUNTY	TOWNSHIP	WEB URL	
PHILADELPHIA	PHILADELPHIA	NONE	
PHONE NUMBER (215)-463-8000		FAX NUMBER (215)-467-1144	
<b>CONTACT NAME FOR THIS APPLICATION</b>			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
VICTOR		STABLE	
TITLE		INDIVIDUAL EMAIL ADDRESS	
ATTORNEY		[REDACTED]	
PHONE NUMBER [REDACTED]		FAX NUMBER [REDACTED]	
<b>APPLICANT'S FORM OF ORGANIZATION</b>			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> C-CORPORATION
<input checked="" type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			





APPLICANT'S ORGANIZATION DOCUMENTS		
STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION <b>DELAWARE</b>		DATE OF FORMATION <b>11.09.12</b>
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS <b>PHL LOCAL GAMING LLC</b>		
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS <b>DELAWARE AND PENNSYLVANIA</b>		
COMPLETE <u>SCHEDULE 1</u> CONCERNING APPLICANT'S INCORPORATORS/FOUNDERS		
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
APPLICANT'S IDENTIFICATION NUMBERS		
FEDERAL EMPLOYER IDENTIFICATION NUMBER/TIN <b>[REDACTED]</b>	PA UNEMPLOYMENT COMPENSATION ACCOUNT NUMBER <b>[REDACTED]</b>	
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER <b>[REDACTED]</b>	PA LIQUOR CONTROL BOARD LICENSE NUMBER TO BE DETERMINED	
PA WORKERS COMPENSATION POLICY NUMBER <b>[REDACTED]</b>	PA DEPARTMENT OF STATE - ENTITY NUMBER TO BE DETERMINED	
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE, LOCALITY OR THE FEDERAL GOVERNMENT?  If you answer YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.		
APPLICANT'S BILLING CONTACT INFORMATION		
FIRST NAME <b>JOSEPH</b>	LAST NAME <b>PROCACCI</b>	SUFFIX (JR., SR., ETC.) <b>SR</b>
TITLE <b>MANAGER</b>		INDIVIDUAL EMAIL ADDRESS <b>[REDACTED]</b>
ADDRESS <b>3333 S. FRONT STREET</b>		
CITY <b>PHILADELPHIA</b>	STATE/PROVINCE <b>PA</b>	POSTAL CODE <b>19148</b>
PHONE NUMBER (215) 463-8000		FAX NUMBER (215) 463-0246
TYPE OF LICENSE APPLICANT IS SEEKING		
<input type="checkbox"/> CONDITIONAL CATEGORY 1 <input type="checkbox"/> CONDITIONAL CATEGORY 1 AFFILIATE <input type="checkbox"/> CATEGORY 1 <input type="checkbox"/> CATEGORY 1 AFFILIATE <input checked="" type="checkbox"/> CATEGORY 2 <input type="checkbox"/> CATEGORY 2 AFFILIATE <input type="checkbox"/> CATEGORY 3 <input type="checkbox"/> CATEGORY 3 AFFILIATE <input type="checkbox"/> MANAGEMENT COMPANY <input type="checkbox"/> MANAGEMENT COMPANY AFFILIATE		
CRIMINAL HISTORY		
THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.		
DEFINITIONS	FOR PURPOSES OF THIS SECTION:  A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES.  B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER	

	<p>ARREST, DETAINED, HELD FOR QUESTIONING; REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."</p> <p>C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."</p>
<p><b>INSTRUCTIONS</b></p>	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <p>A. YOU DID NOT COMMIT THE OFFENSE CHARGED;</p> <p>B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;</p> <p>C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;</p> <p>D. YOU COMPLETED AN ACCELERATED REHABILITATIVE DISPOSITION ("ARD") OR EQUIVALENT DIVERSIONARY PROGRAM;</p> <p>E. THE CHARGES OR CONVICTION WERE EXPUNGED FROM YOUR RECORD, EVEN IF YOU HAVE EXPUNGEMENT PAPERS;</p> <p>F. YOU WERE NOT CONVICTED OR WERE FOUND "NOT GUILTY"</p> <p>G. YOU DID NOT SERVE ANY TIME IN PRISON OR JAIL;</p> <p>H. THE ARRESTS, CHARGES OR OFFENSES HAPPENED A LONG TIME AGO;</p> <p>I. YOU WERE ARRESTED OR CHARGED IN ANOTHER STATE (A STATE OTHER THAN PENNSYLVANIA);</p> <p>J. YOU WERE NEVER PHYSICALLY TAKEN INTO CUSTODY AND/OR TRANSPORTED TO A POLICE STATION OR JAIL.</p> <p>2. ANSWER "NO" IF:</p> <p>A. YOU HAVE NEVER BEEN ARRESTED OR CHARGED WITH ANY CRIME OR OFFENSE;</p> <p>B. YOUR ARREST HAPPENED WHEN YOU WERE UNDER 18 YEARS OF AGE AND YOUR COURT APPEARANCE WAS IN JUVENILE COURT.</p> <p><b>FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.</b></p>
<p>1. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>1. A. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A FELONY?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>1. B. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A MISDEMEANOR OR GAMBLING OFFENSE?</p> <p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 23</b> CONCERNING CRIMINAL HISTORY.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p><b>TESTIMONY, INVESTIGATIONS OR POLYGRAPHS</b></p>	
<p>2. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CALLED TO</p>	<p>[REDACTED]</p>

<p>TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES?</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <b>SCHEDULE 24</b> CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.</p>	
<p><b>ANTITRUST, TRADE REGULATION &amp; SECURITIES JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS</b></p>	
<p>3. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES EVER HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO A VIOLATION OR ALLEGED VIOLATION OF THE FEDERAL ANTITRUST, TRADE REGULATION OR SECURITIES LAWS, OR SIMILAR LAWS OF ANY STATE, PROVINCE OR COUNTRY ENTERED AGAINST IT?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT?</p> <p>IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE <b>SCHEDULE 26</b> CONCERNING ANTITRUST, TRADE REGULATION &amp; SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS.</p>	<p><input checked="" type="checkbox"/> YES <input type="checkbox"/> NO</p>
<p><b>BANKRUPTCY OR INSOLVENCY PROCEEDINGS</b></p>	
<p>5. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD ANY PETITION UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW FILED BY OR AGAINST IT IN THE LAST TEN (10) YEAR PERIOD?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>6. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES SOUGHT RELIEF UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW IN THE LAST TEN (10) YEAR PERIOD?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>7. HAS A COURT APPOINTED ANY RECEIVER, FISCAL AGENT, TRUSTEE, REORGANIZATION TRUSTEE, OR SIMILAR OFFICER FOR APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES IN THE LAST TEN (10) YEARS?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 27</b> CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.</p>	
<p><b>APPLICANT'S LICENSES AND PERMITS</b></p>	
<p>8. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY FOR THE COLLECTION OF SALES AND USE TAX, SELLING AND SERVING LIQUOR AND MALT BEVERAGES, PROVIDING OVERNIGHT LODGING SERVICES OR ANY OTHER ACTIVITY REQUIRING A LICENSE OR PERMIT? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <b>SCHEDULE 28</b> CONCERNING NON-GAMING LICENSES AND PERMITS.</p>	<p><input checked="" type="checkbox"/> YES <input type="checkbox"/> NO</p>

*[Handwritten Signature]*

<p>9. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY CHARGED WITH REGULATING GAMES OF CHANCE, INCLUDING BUT NOT LIMITED TO SLOT MACHINES, VIDEO LOTTERY TERMINALS, TABLE GAMES, HORSE RACING, JAI ALAI, ETC.? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 29</u> CONCERNING GAMING LICENSES AND PERMITS.</p>	<p>X YES <input type="checkbox"/> NO</p>
<p align="center"><b>APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS</b></p>	
<p>10. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY EMPLOYEE, PERSON, COMPANY OR ORGANIZATION TO OBTAIN FAVORABLE TREATMENT?</p>	<p>[REDACTED]</p>
<p>11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF THE APPLICANT MADE ANY BRIBES, OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY GOVERNMENT OFFICIAL, DOMESTIC OR FOREIGN TO OBTAIN FAVORABLE TREATMENT?</p>	<p>[REDACTED]</p>
<p>12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR OR ON BEHALF OF APPLICANT LOANED FUNDS FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	<p>[REDACTED]</p>
<p>13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE, OR ORGANIZED, SPONSORED OR PARTICIPATED IN FUNDRAISING ACTIVITIES FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	<p>[REDACTED]</p>
<p>14A. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE ANY LOANS, DONATIONS OR OTHER DISBURSEMENTS TO PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?</p>	<p>[REDACTED]</p>
<p>14B. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES FORMED OR CAUSED TO BE FORMED, A POLITICAL ACTION COMMITTEE EITHER UNDER FEDERAL OR STATE ELECTION LAWS?</p>	<p>[REDACTED]</p>
<p>14C. AS A RESULT OF THE CITIZEN'S UNITED V. FEC DECISION, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE "INDEPENDENT EXPENDITURES", AS DEFINED IN SEC. 1621(E) OF THE PENNSYLVANIA ELECTION CODE, FOR THE PURPOSE OF INFLUENCING AN ELECTION COVERED BY THE PENNSYLVANIA ELECTION CODE?</p>	<p>[REDACTED]</p>

15. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY BANK ACCOUNT, DOMESTIC OR FOREIGN, NOT REFLECTED ON THE APPLICANT'S BOOKS OR RECORDS?	
16. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY NUMBERED ACCOUNT OR ANY ACCOUNT IN THE NAME OF A NOMINEE FOR APPLICANT?	
IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 30</b> CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.	

### APPLICATION CHECKLIST

PLACE A CHECKMARK IN THE BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS APPLICATION AND DISCLOSURE INFORMATION FORM.		
EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED. IF A QUESTION, SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, YOU MUST WRITE "DOES NOT APPLY" IN EACH FIELD OF THE QUESTION, SCHEDULE OR ADDENDUM.		
<input checked="" type="checkbox"/>	SCHEDULE 1: INCORPORATORS/FOUNDERS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: OTHER NAMES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: ADDRESSES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 6: FORMER (NO LONGER ACTIVE) OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 7: EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 8: BONUS, PROFIT SHARING, PENSION RETIREMENT, DEFERRED COMPENSATION & SIMILAR PLANS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 9: STOCK DESCRIPTION (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10: VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10B: INTEREST OF FORMER PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 11: NON-VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY

<input checked="" type="checkbox"/>	SCHEDULE 12: LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 13: HOLDERS OF LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 14: OTHER INDEBTEDNESS AND SECURITY DEVICES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 15: HOLDER OF OTHER INDEBTEDNESS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 16: SECURITIES OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 17: BENEFICIAL OWNER OF OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 18: OTHER PRINCIPALS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 19: FINANCIAL INSTITUTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 20: CONTRACTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 21: STOCK HELD BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 22: INSIDER TRANSACTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 23: CRIMINAL HISTORY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 24: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 25: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 26: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 28: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 29: GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 30: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 31: APPLICANT BACKGROUND PART 1	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 32: APPLICANT BACKGROUND PART 2	MANDATORY
<input checked="" type="checkbox"/>	APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW	MANDATORY
<input checked="" type="checkbox"/>	AFFIDAVIT	MANDATORY
<input checked="" type="checkbox"/>	RELEASE AUTHORIZATION	MANDATORY
<input checked="" type="checkbox"/>	WAIVER OF LIABILITY	MANDATORY
<input checked="" type="checkbox"/>	DIVERSITY PLAN STATEMENT	MANDATORY
<input type="checkbox"/>	CONDITIONAL/CATEGORY 1 APPLICANT'S AFFIRMATION DOES NOT APPLY	CATEGORY 1 APPLICANT ONLY

<input type="checkbox"/>	ADDENDUM 1 – REQUEST FOR USE OF ALTERNATIVE CATEGORY 1 SLOT MACHINE LICENSING STANDARDS FORM DOES NOT APPLY	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	ALTERNATIVE LICENSING AFFIDAVIT DOES NOT APPLY	OPTIONAL CATEGORY 1 APPLICANT ONLY
<input checked="" type="checkbox"/>	LICENSED ENTITY REPRESENTATIVE REGISTRATION	MANDATORY
<input checked="" type="checkbox"/>	ANNUAL CERTIFICATION TO PREVENT VIOLATIONS OF SECTION 1513 FORM	MANDATORY
<input checked="" type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input checked="" type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY
<input checked="" type="checkbox"/>	MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input checked="" type="checkbox"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input type="checkbox"/>	PRINCIPAL ENTITY FORM (ONE FOR EACH ENTITY THAT IS A PRINCIPAL)	DOES NOT APPLY

## APPENDICES

**APPENDICES: THE APPENDICES ARE DOCUMENTS THE APPLICANT MUST PROVIDE OR CREATE. THE APPENDICES ARE NOT REPRESENTED IN THE APPLICATION QUESTIONS OR ITS SCHEDULES OR ADDENDA. EACH APPENDIX SHALL BE PRESENTED IN A TABBED MANNER AND EACH TAB MUST INDICATE THE APPENDIX NUMBER AS LISTED BELOW. IF AN APPENDIX DOES NOT APPLY TO AN APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.**

<input checked="" type="checkbox"/>	APPENDIX 1: DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH. THIS INFORMATION MUST BE SPECIFIC AND MUST BE ORGANIZED AROUND THE TOPICS SHOWN IN <u>SCHEDULES 31 AND 32</u> . ADDITIONALLY, APPLICANT MUST INDICATE THE RELATIONSHIP BETWEEN IT AND ITS AFFILIATED ENTITIES AS IT RELATES TO THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH IN THE FORM OF AN ORGANIZATION CHART WITH A NARRATIVE DESCRIPTION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 2: DESCRIPTION OF ANY FORMER BUSINESS ENGAGED IN DURING THE LAST TEN (10) YEARS AND THE REASON FOR CESSATION OF THE BUSINESS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 3: DESCRIPTION OF ALL BONUS, PROFIT SHARING, PENSION, RETIREMENT, DEFERRED COMPENSATION AND SIMILAR PLANS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 8</u> .	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 4: DESCRIPTION OF LONG TERM DEBT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 12 AND 13</u> .	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 5: DESCRIPTION OF OTHER INDEBTEDNESS AND SECURITY DEVICES. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 14 AND 15</u> .	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 6: DESCRIPTION OF SECURITIES OPTIONS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 16 AND 17</u> .	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 7: DESCRIPTION OF EXISTING LITIGATION. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 25</u> .	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 8: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 9: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 10: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11A: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS.  APPENDIX 11B: COPIES OF ANNUAL OR QUARTERLY FILINGS FOR THE LAST FIVE (5) YEARS REQUIRED UNDER THE LAWS OF A REGULATORY AGENCY OF ANOTHER COUNTRY.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 12: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 13: A COPY OR COPIES OF ANY INTERIM REPORTS.	MANDATORY

<input checked="" type="checkbox"/>	APPENDIX 14: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 15: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 16: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 17: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 18: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 19: FUNCTIONAL TABLE OF ORGANIZATION FOR APPLICANT WITH, JOB DESCRIPTIONS, AND NAMES OF EMPLOYEES EARNING IN EXCESS OF \$250,000 IN ANNUAL COMPENSATION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 20: COPIES OF FEDERAL ENTITY TAX FILINGS, INCLUDING FORMS 1120, 1120-S, 1120-F, 1065, 941 AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 21: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 22: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 23</u> . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 23: PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328.  HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OR ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 24: PURSUANT TO §1330 OF THE GAMING ACT, NO LICENSEE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY MAY POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY.  DOES THE APPLICANT POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY? PROVIDE AN EXPLANATION OR WRITE "DOES NOT APPLY".	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 25: PURSUANT TO §1512 OF THE GAMING ACT, NO EXECUTIVE-LEVEL STATE EMPLOYEE, PUBLIC OFFICIAL, PARTY OFFICER OR IMMEDIATE FAMILY MEMBER THEREOF SHALL HAVE A FINANCIAL INTEREST IN OR BE EMPLOYED, DIRECTLY OR INDIRECTLY, BY ANY LICENSED RACING ENTITY OR LICENSED GAMING ENTITY, OR ANY HOLDING, AFFILIATE, INTERMEDIARY OR SUBSIDIARY COMPANY, THEREOF, OR ANY SUCH APPLICANT.	MANDATORY

	HAS ANY PUBLIC OFFICIAL OR OTHER PROHIBITED PERSON POSSESSED A FINANCIAL INTEREST IN OR BEEN EMPLOYED DIRECTLY OR INDIRECTLY BY THE APPLICANT OR RELATED ENTITY AT OR FOLLOWING THE EFFECTIVE DATE OF THE PA GAMING ACT?	
<input checked="" type="checkbox"/>	APPENDIX 26: PURSUANT TO §1313 OF THE GAMING ACT, PROVIDE INFORMATION, DOCUMENTATION AND ASSURANCES DEMONSTRATING THAT THE APPLICANT HAS SUFFICIENT BUSINESS ABILITY AND EXPERIENCE TO CREATE AND MAINTAIN A SUCCESSFUL, EFFICIENT OPERATION. ALSO PROVIDE BIOGRAPHIES OF THE KNOWN INDIVIDUALS WHO WILL PERFORM EXECUTIVE MANAGEMENT DUTIES AND PROVIDE NAMES OF ALL PROPOSED KEY EMPLOYEES AND A DESCRIPTION OF THEIR RESPECTIVE OR PROPOSED RESPONSIBILITIES AS THEY BECOME KNOWN.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 27: PURSUANT TO §1207(16) OF THE GAMING ACT, THE LICENSEE MUST SELL PENNSYLVANIA STATE LOTTERY TICKETS AT ITS FACILITY AS NEAR AS PRACTICABLE TO THE PAY WINDOWS. PROVIDE A PROPOSED FLOOR PLAN SPECIFYING THE LOCATIONS WHERE STATE LOTTERY TICKETS WILL BE SOLD AND THE PROXIMITY OF THOSE LOCATIONS TO PAY WINDOWS. (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 28: PROVIDE A LIST OF ANY HOSPITAL, PLACE OF WORSHIP, SCHOOL, CHARITABLE INSTITUTION, PARK, ZOO OR ANY SIMILAR PLACE FREQUENTED BY THE PUBLIC WITHIN 1500 FEET OF THE PROPOSED FACILITY.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 29: SUBMIT AN INITIAL NARRATIVE DESCRIPTION OF PROPOSED ADMINISTRATIVE AND ACCOUNTING PROCEDURES, INCLUDING A WRITTEN SYSTEM OF INTERNAL CONTROL, PURSUANT TO §1322 OF THE GAMING ACT (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 30: PROVIDE MARKETING PLANS AND PROPOSALS AND DETAILS OF THE PROXIMITY OF THE FACILITY TO ITS MARKETING SERVICE AREA.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 31: PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 32: PURSUANT TO §1322 OF THE GAMING ACT AND/OR BOARD REGULATIONS, SUBMIT A COMPLETE PROPOSED SITE PLAN OF THE PROPOSED LICENSED FACILITY, INCLUSIVE OF TRAFFIC STUDIES AND THE PARKING PLAN, INCLUDING THE NUMBER OF PARKING SPACES, ACCOMPANIED BY ARCHITECTURAL DRAWINGS AND A PROPOSED GAMING FLOOR LAYOUT. THE GAMING FLOOR LAYOUT SHOULD CLEARLY DELINEATE THE SQUARE FOOTAGE OF THE AREA TO BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES AS WELL AS THE SQUARE FOOTAGE OF THE AREA THAT WILL NOT BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES. FURTHER, THE GAMING FLOOR LAYOUT SHOULD DELINEATE THE SQUARE FOOTAGE RESERVED FOR ADDITIONAL SLOT MACHINES AND TABLE GAMES PERMITTED PURSUANT TO §1210 AND §13A11 OF THE GAMING ACT. PURSUANT TO §1210, PROVIDE DETAILS OF THE PROPOSED LOCATION OF SLOT MACHINES AND TABLE GAMES AT THE FACILITY AND THE NUMBER OF SLOT MACHINES AND TABLE GAMES REQUESTED. PURSUANT TO §1207 OF THE GAMING ACT, PROPOSED SURVEILLANCE CAMERA LOCATIONS BOTH WITHIN AND OUTSIDE THE PROPOSED LICENSED FACILITY SHOULD ALSO BE CLEARLY DELINEATED ON THE GAMING FLOOR LAYOUT AS WELL AS PROPOSED SECURITY ZONES ON THE GAMING FLOOR AND WITHIN AND OUTSIDE THE LICENSED FACILITY. (NOTE: THE SITE PLAN, GAMING FLOOR LAYOUT AND RELATED SURVEILLANCE AND SECURITY PROPOSALS MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY

<input checked="" type="checkbox"/>	APPENDIX 33: PROVIDE DETAILS OF PLANNED RETAIL AND FOOD VENUES FOR THE FACILITY AND THE IDENTIFICATION OF THE OPERATORS OF EACH RETAIL FOOD VENUE.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 34: PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 35: PROVIDE DETAILS OF LAND ACQUISITION COSTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 36: PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 37: IF A TEMPORARY FACILITY IS TO BE LICENSED, PROVIDE DETAILS OF THE TEMPORARY FACILITY AS WELL AS A PLAN FOR HOW THE LICENSEE WILL TRANSITION TO A PERMANENT FACILITY, INCLUDING A DATE FOR THE COMPLETION OF THE PERMANENT FACILITY.	MANDATORY
<input checked="" type="checkbox"/>	<p>APPENDIX 38: AS REQUIRED BY §1325 OF THE GAMING ACT, APPLICANT MUST ADDRESS EACH ITEM LISTED IN THIS SECTION. IF AN ITEM DOES NOT APPLY, THE APPLICANT MUST STATE THAT IN RESPONSE TO EACH ITEM LISTED. PROVIDE A PLAN, WITH DETAILS, FOR THE FOLLOWING:</p> <p>(1) THE LOCATION AND QUALITY OF THE PROPOSED FACILITY, INCLUDING, BUT NOT LIMITED TO, ROAD AND TRANSIT ACCESS, PARKING AND CENTRALITY TO MARKET SERVICE AREA;</p> <p>(2) THE POTENTIAL FOR NEW JOB CREATION AND ECONOMIC DEVELOPMENT WHICH WILL RESULT FROM GRANTING A LICENSE TO THE APPLICANT;</p> <p>(3) THE APPLICANT'S GOOD FAITH PLAN TO RECRUIT, TRAIN AND UPGRADE DIVERSITY IN ALL EMPLOYMENT CLASSIFICATIONS IN THE FACILITY;</p> <p>(4) THE APPLICANT'S GOOD FAITH PLAN FOR ENHANCING THE REPRESENTATION OF DIVERSE GROUPS IN THE OPERATION OF ITS FACILITY THROUGH THE OWNERSHIP AND OPERATION OF BUSINESS ENTERPRISES ASSOCIATED WITH OR UTILIZED BY ITS FACILITY OR THROUGH THE PROVISION OF GOODS OR SERVICES UTILIZED BY ITS FACILITY AND THROUGH THE PARTICIPATION IN THE OWNERSHIP OF THE APPLICANT. PROVIDE SPECIFIC INFORMATION REGARDING THE DIVERSITY IN OWNERSHIP OF THE APPLICANT, I.E. MINORITIES, WOMEN;</p> <p>(5) THE APPLICANT'S GOOD FAITH EFFORT TO ASSURE THAT ALL PERSONS ARE ACCORDED EQUALITY OF OPPORTUNITY IN EMPLOYMENT AND CONTRACTING BY IT AND ANY CONTRACTORS, SUBCONTRACTORS, ASSIGNEES, LESSEES, AGENTS, GAMING SERVICE PROVIDERS AND SUPPLIERS IT MAY EMPLOY DIRECTLY OR INDIRECTLY;</p> <p>(6) THE HISTORY AND SUCCESS OF THE APPLICANT IN DEVELOPING TOURISM FACILITIES ANCILLARY TO GAMING DEVELOPMENT, IF APPLICABLE TO THE APPLICANT;</p> <p>(7) THE DEGREE TO WHICH THE APPLICANT PRESENTS A PLAN FOR THE PROJECT WHICH WILL LIKELY LEAD TO THE CREATION OF QUALITY, LIVING-WAGE JOBS AND FULL-TIME PERMANENT JOBS FOR RESIDENTS OF THIS COMMONWEALTH GENERALLY AND FOR RESIDENTS OF THE HOST POLITICAL SUBDIVISION IN PARTICULAR;</p>	MANDATORY

	<p>(8) THE RECORD OF THE APPLICANT AND ITS DEVELOPER IN MEETING COMMITMENTS TO LOCAL AGENCIES, COMMUNITY-BASED ORGANIZATIONS AND EMPLOYEES IN OTHER LOCATIONS;</p> <p>(9) THE DEGREE TO WHICH POTENTIAL ADVERSE EFFECTS WHICH MIGHT RESULT FROM THE PROJECT, INCLUDING COSTS OF MEETING THE INCREASED DEMAND FOR PUBLIC HEALTH CARE, CHILD CARE, PUBLIC TRANSPORTATION, AFFORDABLE HOUSING AND SOCIAL SERVICES, WILL BE MITIGATED;</p> <p>(10) THE RECORD OF THE APPLICANT AND ITS DEVELOPER REGARDING COMPLIANCE WITH</p> <p>(i) FEDERAL, STATE AND LOCAL DISCRIMINATION, WAGE AND HOUR, DISABILITY AND OCCUPATIONAL AND ENVIRONMENTAL HEALTH AND SAFETY LAWS AS WELL AS</p> <p>(ii) STATE AND LOCAL LABOR RELATIONS AND EMPLOYMENT LAWS;</p> <p>(iii) THE APPLICANT'S RECORD IN DEALING WITH ITS EMPLOYEES AND THEIR REPRESENTATIVES AT OTHER LOCATIONS.</p>	
<input checked="" type="checkbox"/>	APPENDIX 39: PROVIDE INFORMATION DEMONSTRATING ADEQUATE FINANCING FOR THE PROPOSED FACILITY AND TERMS OF FINANCING INCLUDING PAYBACK PERIOD.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 40: PROVIDE BUSINESS AND ECONOMIC DEVELOPMENT PLANS AND TIMETABLES, PROJECTED DEBT SERVICE EXPENSES, PROJECTED EBITDA AND INTERNAL RATE OF RETURN, PROJECTED ANNUAL GROSS TERMINAL REVENUE, PROJECTED OPERATING AND CAPITAL EXPENSES AND DEFINED GAMING MARKET AND PROJECTED VISITATION.	MANDATORY
<input checked="" type="checkbox"/>	<p>APPENDIX 41: PROVIDE LETTERS OF REFERENCE FROM LAW ENFORCEMENT AGENCIES HAVING JURISDICTION IN THE APPLICANT'S AND PRINCIPAL'S MAIN PLACE OF RESIDENCE AND PLACE OF BUSINESS INDICATING THAT THE AGENCY DOES NOT HAVE ANY PERTINENT INFORMATION RELATING TO THE APPLICANT OR ITS PRINCIPALS. IF THE LAW ENFORCEMENT AGENCY HAS INFORMATION PERTAINING TO THE APPLICANT OR ITS PRINCIPALS, THE LETTER SHALL SPECIFY THE DETAILS OF THE INFORMATION.</p> <p>IF NO LETTERS ARE RECEIVED WITHIN 30 DAYS OF THE REQUEST, THE APPLICANT OR PRINCIPAL MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT OR PRINCIPAL IS A CITIZEN IN GOOD STANDING IN HIS JURISDICTION OF RESIDENCE AND PRIMARY PLACE OF BUSINESS.</p>	MANDATORY
<input checked="" type="checkbox"/>	<p>APPENDIX 42: IF THE APPLICANT HAS HELD A GAMING LICENSE IN ANY JURISDICTION, PROVIDE A LETTER OF REFERENCE FROM THE GAMING OR CASINO ENFORCEMENT OR REGULATORY AGENCY IN THE OTHER JURISDICTION, SPECIFYING THE EXPERIENCES OF THE AGENCY WITH THE APPLICANT, THE APPLICANT'S ASSOCIATES AND THE APPLICANT'S GAMING OPERATION.</p> <p>IF NO LETTER IS RECEIVED WITHIN 30 DAYS OF REQUEST BY THE APPLICANT, THE APPLICANT MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT'S OPERATION IS IN GOOD STANDING WITH THE REGULATORY AGENCY.</p>	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 43: PROVIDE AN ORIGINAL PAYMENT BOND OR AN ORIGINAL IRREVOCABLE LETTER OF CREDIT THAT INCLUDES A DRAW CERTIFICATE, AT THE APPLICANT'S OPTION, GUARANTEEING THE APPLICANT'S PAYMENT OF THE SLOT MACHINE LICENSE FEE REQUIRED BY §1209 (FOR CATEGORY 1 AND 2) AND §1305 (CATEGORY 3) OF THE GAMING ACT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 44: PROVIDE A CHART OF EXISTING GAMING SERVICE PROVIDERS* INCLUDING THE NAME, ADDRESS, PHONE AND TAX IDENTIFICATION NUMBER OF THE	MANDATORY

	<p>GAMING SERVICE PROVIDERS, TYPES OF GOODS AND/OR SERVICES PROVIDED BY THE GAMING SERVICE PROVIDERS, TOTAL DOLLAR AMOUNT OF BUSINESS WITH GAMING SERVICE PROVIDERS IN THE PAST TWELVE (12) MONTHS AND TOTAL DOLLAR AMOUNT OF BUSINESS EXPECTED TO BE CONDUCTED WITH GAMING SERVICE PROVIDERS IN THE NEXT TWELVE (12) MONTHS.</p> <p>* GAMING SERVICE PROVIDERS IS DEFINED IN 58 PA. CODE §401A.3.</p>	
<input checked="" type="checkbox"/>	<p>APPENDIX 45: PROVIDE A SUMMARY OF ALL PERSONS WHO HOLD AN OWNERSHIP OR OTHER BENEFICIAL INTEREST IN THE APPLICANT AND ANY SUCH INTEREST IN ANY OF ITS PRINCIPAL AFFILIATES OR PRINCIPAL ENTITIES REQUIRED TO BE LICENSED OR PERMITTED IN PENNSYLVANIA; PROVIDED HOWEVER, IF ANY OF THE ENTITIES ARE PUBLICLY TRADED, ONLY INTERESTS EQUAL TO OR EXCEEDING FIVE PERCENT MUST BE DISCLOSED. OWNERSHIP INTEREST SHOULD BE PROVIDED IN A MANNER CONSISTENT WITH THE OWNERSHIP INTEREST REPORT FOUND ON THE BOARD'S WEBSITE UNDER LICENSURE/REPORTS AND GENERAL INFORMATION.</p>	MANDATORY

#### CATEGORY 1 APPLICANTS ONLY

<input type="checkbox"/>	<p>APPENDIX 46: PURSUANT TO §1308(c) OF THE GAMING ACT, THE BOARD AND THE COMMISSIONS SHALL NOT CONSIDER ANY APPLICATION FOR A LICENSE IF THE APPLICANT OR ANY PERSON AFFILIATED WITH OR DIRECTLY RELATED TO THE APPLICANT IS A PARTY IN ANY ONGOING CIVIL PROCEEDING IN WHICH THE PARTY IS SEEKING TO OVERTURN OR OTHERWISE CHALLENGE A DECISION OR ORDER OF THE BOARD OR COMMISSIONS PERTAINING TO THE APPROVAL, DENIAL OR CONDITIONING OF A LICENSE TO CONDUCT THOROUGHBRED OR HARNESS HORSE RACE MEETINGS RESPECTIVELY WITH PARI-MUTUEL WAGERING OR TO OPERATE SLOT MACHINES.</p> <p>IS THE APPLICANT OR AFFILIATED PERSON A PARTY TO ANY ONGOING CIVIL PROCEEDINGS SEEKING TO OVERTURN A DECISION OR ORDER OF THE BOARD OR COMMISSIONS? IF YES, THE BOARD MAY NOT CONSIDER THE APPLICATION. IF NO, PROVIDE A STATEMENT ASSERTING THAT THE APPLICANT IS NOT CHALLENGING THE BOARD OR COMMISSION'S DECISION OR ORDERS.</p>	CATEGORY 1 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	<p>APPENDIX 47: PROVIDE A VERIFICATION FROM THE HORSE RACING COMMISSION OR THE HARNESS RACING COMMISSION STATING THAT THE APPLICANT HAS SATISFIED THE LICENSE ELIGIBILITY REQUIREMENTS UNDER §1302 OF THE GAMING ACT (RELATING TO CONDITIONAL/CATEGORY 1 SLOT MACHINE LICENSE) AND THAT THE APPLICANT SATISFIES THE LIVE RACING REQUIREMENTS UNDER §1303 OF THE GAMING ACT.</p>	CATEGORY 1 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	<p>APPENDIX 48: PROVIDE A STATEMENT DETAILING THE APPLICANT'S REGULATORY HISTORY AS A LICENSED RACING ENTITY UNDER THE JURISDICTION OF THE PENNSYLVANIA HORSE RACING COMMISSION OR STATE HARNESS RACING COMMISSION, INCLUDING THE APPLICANT'S HISTORY OF SUITABILITY AND COMPLIANCE WITH THE RACE HORSE INDUSTRY REFORM ACT IN THE OPERATION OF THE RACE TRACK AND NONPRIMARY LOCATIONS AND THE CONDUCT OF PARI-MUTUEL WAGERING.</p>	CATEGORY 1 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	<p>APPENDIX 49: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT OF ACCOUNTS CREATED FROM FUNDS ALLOCATED UNDER §1406 OF THE GAMING ACT (RELATING TO DISTRIBUTIONS FROM PENNSYLVANIA RACE HORSE DEVELOPMENT FUND).</p>	CATEGORY 1 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	<p>APPENDIX 50: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT AND USE OF BACKSIDE AREA IMPROVEMENT AND MAINTENANCE ACCOUNTS UNDER §1404 OF THE GAMING ACT (RELATING TO DISTRIBUTION FROM LICENSEE'S REVENUE RECEIPTS).</p>	CATEGORY 1 APPLICANT ONLY DOES NOT APPLY

CATEGORY 3 APPLICANTS ONLY

<input type="checkbox"/>	APPENDIX 51: PROVIDE A STATEMENT DETAILING THE PROPOSED PLANS AND LOCATION OF THE LICENSED FACILITY AND EXPLAIN HOW THE FACILITY WILL BE LOCATED AT A WELL-ESTABLISHED RESORT HOTEL (AS DEFINED IN BOARD REGULATIONS). INCLUDE A STATEMENT OF THE NUMBER OF ROOMS UNDER COMMON OWNERSHIP, AND HOW EACH ROOM IS HELD, I.E. NON-DEEDED TIME SHARE, DEEDED TIME SHARE AND STANDARD HOTEL ROOM. ALSO INCLUDE IN THE STATEMENT A LIST OF THE SUBSTANTIAL YEAR-ROUND RECREATIONAL GUEST AMENITIES OFFERED. THE STATEMENT MUST ALSO DEMONSTRATE COMPLIANCE WITH THE GEOGRAPHICAL REQUIREMENTS OF §1305(B) OF THE GAMING ACT (RELATING TO CATEGORY 3 SLOT MACHINE LICENSE), WHICH PROVIDES THAT NO CATEGORY 3 LICENSEE SHALL BE LOCATED WITHIN 15 LINEAR MILES OF ANOTHER LICENSED FACILITY.	CATEGORY 3 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	APPENDIX 52: PROVIDE DOCUMENTATION TO THE BOARD PROVING THAT THE APPLICANT IS THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL OR IS A WHOLLY OWNED SUBSIDIARY OF THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL.	CATEGORY 3 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	APPENDIX 53: PROVIDE A STATEMENT DETAILING THE APPLICANT'S PROPOSED AMENITIES PLAN. EXPLAIN THE AMENITIES THAT THE APPLICANT INTENDS TO MAKE AVAILABLE AT THE RESORT HOTEL AND THE COSTS OF THE AMENITIES TO PATRONS OF THE RESORT HOTEL.	CATEGORY 3 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	APPENDIX 54: PROVIDE A PROPOSED FEE SCHEDULE FOR EACH AMENITY OFFERED AT THE WELL-ESTABLISHED RESORT AND A JUSTIFICATION FOR HOW THE FEES MEET THE DEFINITION OF NON-DE MINIMIS CONSIDERATION (AS DEFINED IN BOARD REGULATIONS). THE FEE SCHEDULE SHOULD INCLUDE PROPOSED FEES FOR SEASONAL OR YEAR-ROUND MEMBERSHIPS.	CATEGORY 3 APPLICANT ONLY DOES NOT APPLY
<input type="checkbox"/>	APPENDIX 55: PROVIDE A PLAN DETAILING HOW THE APPLICANT, AS PART OF ITS OPERATIONAL PLAN, WILL MONITOR THE GAMING AREA TO ENSURE COMPLIANCE WITH REGULATIONS RELATING TO SELF-EXCLUSION; PERSONS REQUIRED TO BE EXCLUDED AND UNDERAGE GAMING AND THAT ONLY THE FOLLOWING PERSONS ARE PERMITTED TO ENTER THE GAMING AREA: (1) REGISTERED OVERNIGHT GUESTS; (2) PATRONS OF ONE OR MORE AMENITIES (AS PATRON OF THE AMENITIES IS DEFINED IN BOARD REGULATIONS); (3) AUTHORIZED EMPLOYEES; (4) ANY OTHER PERSONS AUTHORIZED BY THE BOARD. THE PLAN SHOULD INCLUDE METHODS FOR CONTROLLING ACCESS TO THE GAMING FLOOR BY THOSE INDIVIDUALS HOLDING VALID SEASONAL OR YEAR-ROUND MEMBERSHIPS AND PATRONS OF THE AMENITIES SEEKING TO ACCESS THE GAMING FLOOR WITHIN 72 HOURS OF THE USE OF THE AMENITY.	CATEGORY 3 APPLICANT ONLY DOES NOT APPLY



# SCHEDULE 1: INCORPORATORS/FOUNDERS

FIRST NAME JOSEPH		MIDDLE NAME GABRIEL		LAST NAME PROCCACCI		SUFFIX (JR., SR., ETC.) SR	
ADDRESS LINE 1							
ADDRESS LINE 2							
ADDRESS LINE 3							
COUNTRY		PHONE NUMBER		STATE/PROVINCE		POSTAL CODE	
FAX NUMBER							
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION							
ADDRESS LINE 1							
ADDRESS LINE 2							
ADDRESS LINE 3							
COUNTRY		PHONE NUMBER ( )		STATE/PROVINCE		POSTAL CODE	
FAX NUMBER ( )							
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION							
ADDRESS LINE 1							
ADDRESS LINE 2							
ADDRESS LINE 3							
COUNTRY		PHONE NUMBER ( )		STATE/PROVINCE		POSTAL CODE	
FAX NUMBER ( )							
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

*[Signature]*

LIST ALL OTHER NAMES UNDER WHICH APPLICANT HAS DONE BUSINESS AND GIVE APPROXIMATE TIME PERIODS DURING WHICH NAME WAS USED.

[illegible]

# SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT

PROVIDE ALL ADDRESSES CURRENTLY USED BY APPLICANT.

ADDRESSES					
ADDRESS PURPOSE					
MAILING AND PHYSICAL LOCATION					
ADDRESS LINE 1 3333 S. FRONT STREET					
ADDRESS LINE 2					
CITY PHILADELPHIA		STATE/PROVINCE PA		POSTAL CODE 19148	
COUNTRY UNITED STATES OF AMERICA		PHONE NUMBER (215)-463-8000		FAX NUMBER (215)-467-1144	
EMAIL ADDRESS JOE@PROCACCIBROTHERS.COM					
ADDRESS PURPOSE					
ADDRESS LINE 1					
ADDRESS LINE 2					
CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		PHONE NUMBER ( ) ( )		FAX NUMBER ( ) ( )	
EMAIL ADDRESS					
ADDRESS PURPOSE					
ADDRESS LINE 1					
ADDRESS LINE 2					
CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		PHONE NUMBER ( ) ( )		FAX NUMBER ( ) ( )	
EMAIL ADDRESS					
ADDRESS PURPOSE					
ADDRESS LINE 1					
ADDRESS LINE 2					
CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		PHONE NUMBER ( ) ( )		FAX NUMBER ( ) ( )	
EMAIL ADDRESS					

*[Handwritten Signature]*

# **SCHEDULE 4: ADDRESSES USED BY APPLICANT**

PROVIDE ALL ADDRESSES, OTHER THAN THOSE LISTED ON SCHEDULE 3, WHICH APPLICANT HAS USED OR FROM WHICH IT WAS CONDUCTING BUSINESS DURING THE LAST TEN (10) YEAR PERIOD, AND PROVIDE THE APPROXIMATE DATES DURING WHICH SUCH ADDRESSES WERE USED.

ADDRESS PURPOSE DOES NOT APPLY		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ( )		FAX NUMBER ( )	
ADDRESS PURPOSE					
ADDRESS USED FROM		ADDRESS USED TO			
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ( )		FAX NUMBER ( )	
ADDRESS PURPOSE					
ADDRESS USED FROM		ADDRESS USED TO			
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ( )		FAX NUMBER ( )	
ADDRESS PURPOSE					
ADDRESS USED FROM		ADDRESS USED TO			
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ( )		FAX NUMBER ( )	

**SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME Walter		MIDDLE NAME Pleasant	LAST NAME Lomax		SUFFIX (JR, SR, ETC.) Jr.	DATE OF BIRTH
ADDRESS LINE 1			ADDRESS LINE 2			
ADDRESS LINE 3			CITY	STATE/PROVINCE	POSTAL CODE	
COUNTRY	EMAIL ADDRESS		PHONE NUMBER	FAX NUMBER		
<b>APPLICANT INFORMATION</b>						
APPLICANT NAME PHIL Local Gaming LLC			CURRENT TITLE OR POSITION Owner			
ADDRESS LINE 1 3333 S. Front St.			ADDRESS LINE 2			
ADDRESS LINE 3			CITY Philadelphia	STATE/PROVINCE PA	POSTAL CODE 19148	
COUNTRY USA	EMAIL ADDRESS Joe@procaccibrothers.com		PHONE NUMBER (215) 463-8000	FAX NUMBER (215) 467-1144		
<b>EMPLOYMENT HISTORY (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)</b>						
FROM DATE 02.14.13	TO DATE Present	TITLE OR POSITION Owner	ANNUAL COMPENSATION \$ VALUE			
			COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS)			
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?  
 PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?

Initials:

# **SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME John		MIDDLE NAME G.		LAST NAME Costello		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
ADDRESS LINE 1				ADDRESS LINE 2					
ADDRESS LINE 3				PO:					
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
APPLICANT NAME: PHL Local Gaming LLC				CURRENT TITLE OR POSITION: Chief Financial Officer					
ADDRESS LINE 1: 3333 South Front Street				ADDRESS LINE 2:					
ADDRESS LINE 3:				CITY: Philadelphia		STATE/PROVINCE: PA		POSTAL CODE: 19148	
COUNTRY:		EMAIL ADDRESS: Joe@Procacciobrothers.com		PHONE NUMBER: ( ) 215.463.8000		FAX NUMBER: ( ) 215.467.1144			
FROM DATE		TO DATE		TITLE OR POSITION		ANNUAL COMPENSATION \$ VALUE			
02.12.13		Present		Chief Financial Off.					
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA'S SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

**SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER:

FIRST NAME		MIDDLE NAME	LAST NAME		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH																																			
John		P.	Burke																																						
ADDRESS LINE 1																																									
ADDRESS LINE 2																																									
ADDRESS LINE 3																																									
COUNTRY																																									
EMAIL ADDRESS																																									
APPLICANT NAME: PHL Local Gaming LLC																																									
CURRENT TITLE OR POSITION: Director																																									
ADDRESS LINE 1																																									
ADDRESS LINE 2																																									
ADDRESS LINE 3																																									
COUNTRY																																									
EMAIL ADDRESS																																									
<table border="1"> <thead> <tr> <th>FROM DATE</th> <th>TO DATE</th> <th>TITLE OR POSITION</th> <th>ANNUAL COMPENSATION \$ VALUE</th> <th>COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)</th> </tr> </thead> <tbody> <tr> <td>02.01.13</td> <td>Present</td> <td>Director</td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>							FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)	02.01.13	Present	Director																											
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)																																					
02.01.13	Present	Director																																							
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?																																									
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?																																									

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**SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME	LAST NAME		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Joseph		Gabriel	Procacci		St.	
ADDRESS LINE 1						
ADDRESS LINE 2						
ADDRESS LINE 3						
COUNTRY		EMAIL ADDRESS	CITY	STATE/PROVINCE	PHONE NUMBER	FAX NUMBER
USA		Joe@procaccibrothers.com	Philadelphia	PA	(215) 463-8000	(215) 467-1144
APPLICANT NAME: PHIL Local Gaming LLC						
CURRENT TITLE OR POSITION: Manager						
ADDRESS LINE 1						
ADDRESS LINE 2						
ADDRESS LINE 3						
COUNTRY: USA						
EMAIL ADDRESS: Joe@procaccibrothers.com						
PHONE NUMBER: (215) 463-8000						
FAX NUMBER: (215) 467-1144						
POSTAL CODE: 19148						
DATE OF BIRTH: 11.09.12						
TITLE OR POSITION: Manager/CEO						
ANNUAL COMPENSATION \$ VALUE						
COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, BONUS, ETC.)						
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

# **SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER:

FIRST NAME Joseph		MIDDLE NAME Justin	LAST NAME Canfora		SUFFIX (JR., SR., Etc.)	DATE OF BIRTH
ADDRESS LINE 1						
ADDRESS LINE 2						
ADDRESS LINE 3						
COUNTRY		EMAIL ADDRESS		CITY	STATE/PROVINCE	FAX NUMBER
APPLICANT NAME: PHL Local Gaming LLC						
CURRENT TITLE OR POSITION President						
ADDRESS LINE 1 3333 S. Front St.						
ADDRESS LINE 2						
COUNTRY USA		EMAIL ADDRESS Joe@procacibrothers.com		CITY Philadelphia	STATE/PROVINCE PA	POSTAL CODE 19148
				PHONE NUMBER (215) 463-8000	FAX NUMBER (215) 467-1144	
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, ETC.)	
11.09.12	Present	President				
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

# **SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME Craig		MIDDLE NAME P.		LAST NAME Sullivan		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		STATE/PROVINCE		POSTAL CODE	
				( )				( )	
APPLICANT NAME: PHL Local Gaming LLC									
CURRENT TITLE OR POSITION Director									
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
COUNTRY		EMAIL ADDRESS		CITY Philadelphia		STATE/PROVINCE PA		POSTAL CODE 19148	
						PHONE NUMBER ( ) 215.463.8000		FAX NUMBER ( ) 215.467.1144	
FROM DATE		TO DATE		TITLE OR POSITION		ANNUAL COMPENSATION \$ VALUE		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)	
02.01.13		Present		Director					
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

# **SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME <b>Bennett</b>		MIDDLE NAME <b>perry</b>	LAST NAME <b>Lomax</b>		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
ADDRESS LINE 1						
ADDRESS LINE 2						
ADDRESS LINE 3						
CITY						
STATE/PROVINCE						
COUNTRY						
E-MAIL ADDRESS						
PHONE NUMBER						
FAX NUMBER						
APPLICANT NAME <b>PHL Local Gaming LLC</b>						
CURRENT TITLE OR POSITION <b>Manager</b>						
ADDRESS LINE 1						
ADDRESS LINE 2						
ADDRESS LINE 3						
CITY <b>Philadelphia</b>						
STATE/PROVINCE <b>PA</b>						
POSTAL CODE <b>19148</b>						
COUNTRY <b>USA</b>						
E-MAIL ADDRESS <b>Joe@procacciobrothers.com</b>						
PHONE NUMBER <b>(215) 463-8000</b>						
FAX NUMBER <b>(215) 467-1144</b>						
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?						

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES, AS NECESSARY.

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES WHO ARE NO LONGER ACTIVELY INVOLVED WITH APPLICANT BUT WHO HELD A POSITION DURING THE LAST TEN (10) YEAR PERIOD:

[illegible]

**\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.**

PROVIDE THE FOLLOWING INFORMATION FOR ALL PRINCIPALS NOT OTHERWISE DISCLOSED ON SCHEDULES 1, 5, 10, 10A, 11, 13 AND 15. INCLUDE INDIVIDUALS AND ENTITIES THAT HAVE A 1% OR GREATER INDIRECT OWNERSHIP INTEREST IN AN APPLICANT OR LICENSEE; HOWEVER, INDIVIDUALS OR ENTITIES WHO HOLD LESS THAN 5% OF THE VOTING SECURITIES OF AN APPLICANT OR LICENSEE OR AN INTERMEDIARY OR HOLDING COMPANY OF AN APPLICANT OR LICENSEE THAT IS A PUBLICLY TRADED COMPANY SHALL NOT BE REQUIRED TO BE LICENSED AS A PRINCIPAL.

[illegible]

PGCB-CA-0912

Initials\_

PROVIDE THE FOLLOWING INFORMATION FOR EACH CHANGE IN THE BENEFICIAL OWNERSHIP OF THE EQUITY SECURITIES OF APPLICANT ON THE PART OF ANY PERSON WHO IS INDIRECTLY OR DIRECTLY A BENEFICIAL OWNER OF MORE THAN TEN PERCENT (10%) OF ANY CLASS OF AN EQUITY SECURITY OF APPLICANT OR WHO IS OR WAS WITHIN THAT PERIOD A DIRECTOR OR OFFICER OF APPLICANT THAT OCCURRED WITHIN THE FIVE (5) YEARS PRECEDING THIS APPLICATION. [INCLUDE CHANGES RESULTING FROM (A) GIFT, (B) PURCHASE, (C) SALE, (D) EXERCISE OF AN OPTION TO PURCHASE, (E) EXERCISE OF AN OPTION TO SELL, (F) GRANT OR RECEIPT OF A PUT OR (G) GRANT OR RECEIPT OF A CALL.]

FIRST NAME DOES NOT APPLY		MIDDLE NAME	NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
ADDRESS LINE 1		ADDRESS LINE 2				
ADDRESS LINE 3		CITY	STATE/PROVINCE		POSTAL CODE	
COUNTRY	EMAIL ADDRESS	PHONE NUMBER (   )	FAX NUMBER (   )			
POSITION						
<b>INSIDER TRANSACTION DESCRIPTION</b>						
DATE OF TRANSACTION	NATURE OF TRANSACTION	NUMBER OF SHARES INVOLVED	DOLLAR VALUE OF TRANSACTION	OTHER PARTIES (NAMES & POSITIONS)		

PGCB-CA-0912

Initials:

IF APPLICANT ANSWERED YES TO QUESTIONS 1 OR 1A ON PAGE 7, PROVIDE THE FOLLOWING INFORMATION:

Initials \_\_\_\_\_

# SCHEDULE 25: EXISTING LITIGATION

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 7 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT, ITS PARENT, AFFILIATE, OR SUBSIDIARY IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000 OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

<p>NAME OF CASE AND DOCKET NUMBER CARLOS R RAMOS VS. PROCACCI BROTHERS SALES CORP., DOCKET NUMBER: 110601102</p>	<p>EXISTING LITIGATION LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING PHILADELPHIA COURT OF COMMON PLEAS</p>
<p>NAMES OF ALL PARTIES TO LITIGATION CARLOS R. RAMOS, TERESA PROCACCI, MICHAEL PROCACCI, JOSEPH PROCACCI, CHARLES J. PROCACCI, RUTH M. RIVER RAMOS, PROCACCI BROTHERS, PROCACCI BROTHERS COMPANY, PROCACCI BROTHERS FRUIT AND PRODUCE COMPANY, PROCACCI MARKETING COMPANY, TEDDAN PRODUCE COMPANY, PROCACCI'S PRODUCE DEPOT</p>	
<p>NATURE OF THE CLAIMS PERSONAL INJURY ACTION BROUGHT BY DELIVERY TRUCK DRIVER WHO WAS INJURED DUE TO AN ALLEGED MALFUNCTION OF A GARAGE DOOR AT PROCACCI BROTHERS SALES CORP. LOCATION</p>	
<p>NAME OF CASE AND DOCKET NUMBER JOHN P. HARLLEE IV. VS. JOSEPH G. PROCACCI, DOCKET NUMBER 11-CA-03565</p>	<p>EXISTING LITIGATION LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING CIRCUIT COURT, COLLIER COUNTY, FLORIDA</p>
<p>NAMES OF ALL PARTIES TO LITIGATION JOHN HARLLEE IV., SCOTT A. HARLLEE AS TRUSTEE OF THE SCOTT A. HARLLEE REVOCABLE TRUST, JOSEPH G. PROCACCI</p>	
<p>NATURE OF THE CLAIMS UNJUST ENRICHMENT</p>	

**SCHEDULE 26: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS**

IF APPLICANT ANSWERED YES TO QUESTIONS 3 OR 4 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION:

NAME OF CASE & DOCKET NUMBER M/O - AGMART-PRODUCE, INC. DBA SANTA SWEETS, INC., DOCKET NUMBER A-2970-0873	DATE OF JUDGMENT, ORDER OR DECREE JANUARY 14, 2009	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED NEW JERSEY DEP. PESTICIDE CONTROL PROGRAM PO BOX 413 TRENTON, NJ 08625
NATURE OF OFFENSE ADMINISTRATIVE ORDER AND NOTICE OF CIVIL ADMINISTRATIVE PENALTY ASSESSMENT FOR VIOLATION OF THE NEW JERSEY PESTICIDE CONTROL ACT.		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input checked="" type="checkbox"/> OTHER PENDING		
NATURE OF JUDGMENT, DECREE OR ORDER ADMINISTRATIVE ORDER AND NOTICE OF CIVIL ADMINISTRATIVE PENALTY ASSESSMENT.		
NAME OF CASE & DOCKET NUMBER SECRETARY OF LABOR VS. PROCACCI BROTHERS SALES CORP. OSHRC DOCKET NUMBER 03-1438	DATE OF JUDGMENT, ORDER OR DECREE JULY 3, 2003 - NOTICE OF PROPOSED PENALTY	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED U.S. DEPARTMENT OF LABOR - SOL THE CURTIS CENTER, SUITE 830E, 170 SOUTH INDEPENDENCE MALL, WEST PHILADELPHIA, PA 19106
NATURE OF OFFENSE OSHA VIOLATION.		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input checked="" type="checkbox"/> OTHER VIOLATION AFTER VIOLATION CONTESTED AND VIOLATIONS RESOLVED		
NATURE OF JUDGMENT, DECREE OR ORDER PARTIES AGREED TO ASSESSMENT OF \$82,500.00 IN PENALTIES.		

**SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS**

IF APPLICANT ANSWERED YES TO QUESTIONS 5, 6 AND/OR 7 ON PAGE 8, PROVIDE THE FOLLOWING:

NAME OF CASE & DOCKET NUMBER		DATE PETITION FILED OR RELIEF SOUGHT	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
DOES NOT APPLY		DATE JUDGMENT OR RELIEF ENTERED	NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE DATE RECEIVER, AGENT OR TRUSTEE APPOINTED
NATURE OF JUDGMENT OR RELIEF			

*JP*

**SCHEDULE 28: NON-GAMING LICENSES AND PERMITS**

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND: EXPIRATION DATE, IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
PACA	USDA PROCACCI BROTHERS SALES CORP	UNKNOWN	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	LICENSE NO. 19148423
PACA	USDA TEDDAN PRODUCE COMPANY	UNKNOWN	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	LICENSE NO. 19872032
PACA	USDA	UNKNOWN	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	LICENSE NO. 19961328
PACA	ALPINE FRESH, INC	UNKNOWN	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	LICENSE NO. 19880600

*JP*

**SCHEDULE 28: NON-GAMING LICENSES AND PERMITS CONTINUED**

IF APPLICANT ANSWERED YES TO QUESTION 8, ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE; IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
DISPENSE ALCOHOLIC BEVERAGES	STATE OF FLORIDA, DEPARTMENT OF BUSINESS AND PROFESSIONAL REGULATION, DIVISION OF ALCOHOLIC BEVERAGES	UNKNOWN, DATE OF APPLICATION WAS 02/24/2012	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	LICENSE NO. BEV2101199
DISPENSE ALCOHOLIC BEVERAGES	MEDFORD VILLAGE RESORT AND COUNTRY CLUB, 28 GOLF VIEW RD, MEDFORD, NJ 08055	UNKNOWN, DATE OF APPLICATION WAS 06/01/07	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	DOES NOT APPLY	0320-32-001-009
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

**SCHEDULE 29: GAMING LICENSES AND PERMITS**

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 9 PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
HORSE RACING	UNKNOWN - PENNSYLVANIA	UNKNOWN	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	APPROX: 1965-1975	UNKNOWN, BUT NO LONGER ACTIVE
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

DESCRIPTION OF PRESENT BUSINESS
THE APPLICANT PHILLOCAL GAMING LLC IS A NEW ENTITY FORMED FOR THE PURPOSE OF DEVELOPING, OWNING AND OPERATING A CASINO FACILITY IN PHILADELPHIA, PA; UPON LICENSING APPROVAL FROM AND WITHIN THE REGULATORY GUIDELINES OF THE PENNSYLVANIA GAMING CONTROL BOARD.
DESCRIPTION OF COMPETITIVE CONDITIONS
REFER TO MARKET STUDY
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
A FIRST CLASS GAMING ENTERTAINMENT FACILITY AND REGIONAL DESTINATION ATTRACTION TO THE CITY OF PHILADELPHIA.
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY & EMPLOYEES
REFER TO MARKET STUDY
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
DOES NOT APPLY

[illegible]

6

DIVERSITY PLAN STATEMENT

SLOT MACHINE LICENSE APPLICANT NAME PHL LOCAL GAMING, LLC

SLOT MACHINE LICENSE APPLICANT MAILING ADDRESS 3333 S. Front Street  
Philadelphia, PA 19148

SLOT MACHINE LICENSE APPLICANT PHONE NUMBER 215-463-8000

EQUAL OPPORTUNITY OFFICER Not yet assigned

DATE SUBMITTED    /    /   

PURSUANT TO SECTION 1325(B)(1) OF THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT:

APPLICANT HAS DEVELOPED AND IMPLEMENTED A DIVERSITY PLAN.

A COPY OF THIS PLAN IS ATTACHED.

  
SIGNATURE OF CEO

Joseph G. Procacci  
PRINTED NAME

11/14/2012  
DATE

## **PHL Local Gaming, LLC Diversity Plan**

### **Diversity Policy**

PHL Local Gaming, LLC's (PHL) Diversity Plan has been developed to ensure that its proposed casino reflects, in its governance structure, management, employee ranks and suppliers, the composition of its surrounding community.

PHL understands the significant potential for positive economic and social impact inherent in a successfully operated gaming entity. Secondly, the Company wants to ensure, to the greatest extent reasonably possible, that its human resources, and procurement activities, are inclusive as relates to race, ethnicity, gender, disability, veteran status, sexual orientation, lifestyle, age, or religion.

The Company's Diversity Interaction and goals are outlined as follows:

**Equity/Ownership** – PHL Local Gaming, from its inception, has been committed to meaningful, substantive levels of diversity within its ownership structure.

In that regard, the Company announced in January 2013 that Walter Lomax, M.D., an African-American physician and businessman, has committed to acquire equity in PHL, which, at the time, constituted 9% of total outstanding equity.

**Governance/Board Composition** – PHL Local Gaming, from its inception, has committed to meaningful and substantive levels of diversity within its Board of Managers.

To that extent, the Company, in its announcement of its initial group of directors, included Bennett Lomax, prominent African-American lawyer, and CEO of a private investment firm, as a board member. The Company is also committed to the addition of at least one female board member, in future announcements related to board composition.

### **Workforce**

PHL Local Gaming, LLC's commitment to workforce diversity is broadly quantified as follows:

- The casino workforce will be comprised 35 percent of minorities, 50 percent of females
- The construction workforce will be comprised 35 percent of minorities, 7 percent of females
- PHL is also committed to the engagement of apprentices as part of its construction workforce. The diversity in its apprentice workforce will be 50 percent minority, 7 percent female

### **Supplier Diversity**

- In the area of construction, PHL has committed to a target which includes 32 percent of contract revenues being allocated, through a competitive bid process, to minority vendors and suppliers, and 15 percent being allocated to female vendors and suppliers.
- In the area of procurement of goods and services at its permanent casino operation, PHL has committed to a target which includes 35 percent of its contract revenue being allocated, through a competitive bid process, to minority vendors and suppliers, and 15 percent being allocated to female vendors and suppliers.

## **Youth Training**

To ensure the achievement of its apprentice diversity goals, PHL has provided a youth training mandate to its construction manager.

## **Local Inclusion**

Fundamental to PHL's mission is its commitment to emphasize local employees in its construction plan and operations, and to give preferences to local vendors who bid on PHL contracts.

## **Workforce**

PHL is committed to utilizing the employment model that its principal owner, Joseph G. Procacci, has utilized at his company, Procacci Brothers Sales Corp., over the past 65 years.

That policy has resulted in the company having a current workforce that is 75% comprised of Philadelphia residents and 35% comprised of residents of its neighboring South Philadelphia communities.

PHL Local Gaming's human resources management plans will be designed to produce the same favorable employment outcomes for its proposed casino.

## **Construction/ Procurement**

To facilitate the achievement of meaningful local inclusion in contracts let by PHL, during construction and into permanent operations, the company has committed to providing additional points in its bid evaluation processes to all firms located in Philadelphia, and to those in the four surrounding, southeast Pennsylvania counties, as follows:

- Philadelphia-based firms bid preference – 7%
- Southeast Pennsylvania- based firms bid preference – 5%

## **Digital RFQ process**

Even prior to the conclusion of the Commonwealth's final selection process, PHL is committed to implementing a digitally enhanced RFQ process to develop a comprehensive list of local, minority, female and other diverse firms that may be interested in, or qualified to bid on its contracts.

## **Banking Relationship/ Minority Bank**

PHL has committed to a meaningful, supportive and cooperative relationship with United Bank of Philadelphia, an African-American-controlled bank. Many of the activities with that bank will be initiated with PHL Local Gaming, even prior to the conclusion of the Commonwealth's bid process.

## **W/B /DBE Inclusion on Bid Processes**

PHL departments that have delegated purchasing authority will be strongly encouraged (required, when possible) to solicit bids from at least one W/M/DBE in every bid process.

## **Unbundling**

PHL will indentify and carve out pieces of larger contracts that smaller W/M/DBE suppliers can handle, as direct-bidders.

## **Procurement Partnerships**

PHL will partner large national suppliers with smaller, local and regional suppliers

### **I. Diversity Plan Procedures**

PHL Local Gaming LLC's ("PHL") Diversity Plan is intended to facilitate equal employment opportunities throughout its workforce and insure equal opportunities in its purchasing and contracting efforts.

- PHL is committed to recruiting, employing, training and advancing people without regard to race, color, national origin, ancestry, sex, sexual orientation, sexual identity and expression, marital status, family status, lifestyle, age, culture, religion, military and veteran status, citizenship, or disability.
- PHL is committed to offering opportunities to vendors, suppliers, contractors and other service providers from throughout the City of Philadelphia and into the surrounding four Southeastern Pennsylvania counties to enhance the participation of all groups in the success of our facility and to insure opportunities for the inclusion of minority- and women-owned businesses.
- PHL will require that its contractors and vendors practice equal opportunity policies when they deal with others who provide goods or services to us.

### **II. EQUAL EMPLOYMENT OPPORTUNITY**

#### *Policy*

PHL recognizes that equal treatment of employees on the basis of merit will consistently maintain PHL's effectiveness in operating its gaming business while further enhancing the economic progress and professional growth of its employees.

PHL's senior management and employees will comply with both the intent and spirit of federal and state legislation, as well as Pennsylvania Gaming Control Board ("Gaming Board") regulations, in providing affirmative action and equal employment opportunity without regard to race, color, sex, national origin, creed, age, ancestry, marital status, nationality, liability for service in the U.S. Armed Forces, disability, perceived disability or status as rehabilitated offenders, except when age or sex are bona fide occupational qualifications or when reasonable accommodation for mental or physical disabilities cannot be made due to an undue hardship on the operation of its business or if the disability presents a real and imminent danger to the safety of the individual or others in the workplace.

PHL's management will take reasonable, positive steps to comply with this policy while fulfilling its mission statement which is to provide fun, excitement and entertainment for its customers, to reach its goal to maximize profitability, and to accomplish this by relying on a staff of dedicated, satisfied customer-oriented employees to both attract new customers and serve a broad base of repeat customers.

### *Procedures*

To make certain that employees, prospective employees and others are aware that PHL is an Equal Opportunity Employer, the following steps will be taken:

#### *Internal Dissemination*

1. PHL's EEO policy will be indicated in its Employee Handbook. The Handbook will be distributed to all employees, each of whom will be required to sign a statement that he or she has read and understands the policies set forth therein.
2. Information concerning the EEO program will be included in new employee orientation training which will be mandatory for all newly hired employees.
3. Affirmative action efforts will be discussed on a periodic basis at executive staff meetings.
4. Supervisory personnel will acquaint their non-supervisory employees with the EEO policy and their individual responsibilities for implementing it.
5. Employment applications will state that PHL is an Equal Opportunity Employer and has an affirmative action program.
6. Job postings will state that PHL is an Equal Opportunity Employer.
7. EEO signage will be posted in the Human Resources office and in other back of the house areas.

#### *External Dissemination*

1. PHL will notify employment agencies and other recruitment sources of PHL's policies for equal employment opportunity and affirmative action and advise them that referrals should include both minority and female candidates.
2. All employment advertisements placed in newspapers or advertising mediums will make reference to PHL as an Equal Opportunity Employer.
3. PHL will notify contractors, subcontractors, vendors and suppliers of PHL's policies for equal employment opportunity and affirmative action and will incorporate an equal opportunity clause in all contracts, leases and purchase orders.

4. PHL will notify local minority and women's organizations, community-based organizations, secondary schools and colleges of PHL's policies through various means, including but not limited to attending functions and meetings, drafting and sending letters, and making telephone contacts.

### **III. DIVERSITY PLAN IMPLEMENTATION**

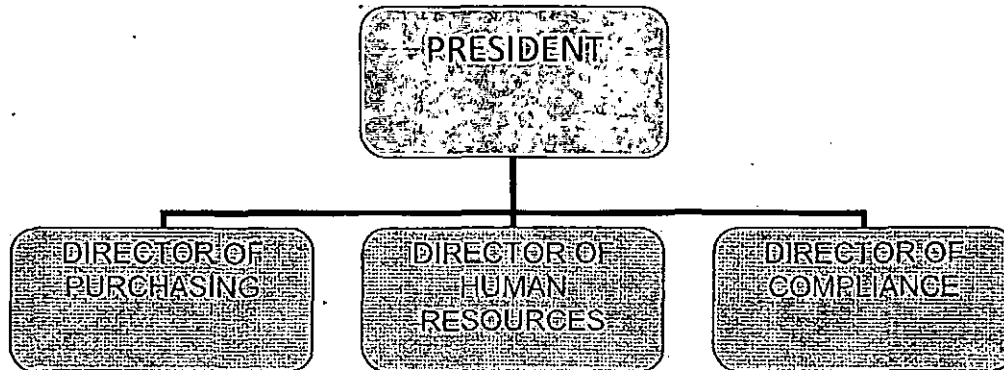
In order to foster successful inclusion programs for employees and vendors, it is critical to have support from the top down. Accordingly, PHL will establish a Diversity Committee to insure compliance and effectiveness in advancing the Company's diversity initiatives. The Committee will act as a facilitator of change to set agendas, and to internally and externally market the Company's goals and objectives.

#### **Diversity Committee**

The Diversity Committee sets the diversity vision and objectives for PHL. The Committee will meet quarterly, at a minimum, to monitor current initiatives as well as set the direction of future programs. The Committee's duties will include:

- Developing policy statements and diversity programs to effectuate the Diversity Plan.
- Crafting and executing internal and external communication.
- Designing a reporting program that will:
  - Measure the effectiveness of the Diversity Plan against established metrics;
  - Identify areas with opportunities for improvement;
  - Determine the degree to which objectives have been attained;
  - Provide all required statistical reports and documentation to the Gaming Board as required.
  - Assist the purchasing department in fulfilling the goal of creating participation opportunities for diverse groups in the supply of goods and services to the facility.
  - Aid the purchasing department in the development of a diverse vendor and supplier data base in order to better ensure participation by minority, women, and disadvantaged business entities.

The following table shows a sample organization chart\* comprising the Diversity Committee.



PHL's diversity initiatives will fall into three distinct areas, briefly summarized here and more fully described below.

- **Human Resources:** provides opportunity to all minority employees and applicants. Provides training and education programs to promote and develop current, and prospective employees. The goal is to have a representative workforce which mirrors the demographics in and around the communities in which PHL is located.
- **Procurement:** provides opportunities to Women, Minority and Disadvantaged Business Enterprises ("W/M/DBE") firms.
- **Construction:** provides opportunity to minority and women owned contractors and facilitates collaboration between large contractors and subcontractors.

PHL will insure a system is in place that provides for accountability.

---

\* This is a proposed organization chart. If licensed, PHL will work with the Gaming Board staff to insure compliance with all regulations.

## A. Human Resources

### *Overview*

PHL is committed to insuring a diverse workforce through recruiting and training efforts. PHL also understands that diversity is about far more than just race and gender. Diversity includes factors such as personality, family and parental status, educational background, religious beliefs and work experience. Thus, having a truly diverse work environment benefits all employees by nurturing more effective teams, reducing conflict on the job and creating a greater understanding of its customers.

### *Recruitment*

- A list of job openings will be distributed on a regular basis to recruitment sources with the ability to reach disadvantaged persons, community action agencies and minority sources.
- A list of job openings will be distributed on a regular basis to local educational facilities, including colleges, universities, community colleges, trade schools and other organizations that are involved in higher education.
- PHL will also have an informational employment section on its website and list available job openings, and, when possible, links to community action agencies with which PHL has partnered.
- Available positions at PHL will be posted on its website with a brief description and minimum requirements, giving all qualified internal employees and qualified external applicants an opportunity to apply.
- When advertising for employment opportunities, PHL will advertise using typical advertising mediums, including advertising in minority publications in local and surrounding communities, and other publications designed to reach a diverse pool of applicants.
- Human Resources will take appropriate measures to identify and coordinate recruitment efforts with employment sources serving disadvantaged and minority persons.

PHL's employment advertising will target the local areas of diversity to include but not be limited to the following

- State, county and local employment agencies
- Local minority Chambers of Commerce
- Local Universities, Colleges, Community Colleges and Trade Schools
- Local community centers

### Employment Center and Job Fairs

PHL will have an employment center located near the facility. In addition, our employment staff will conduct job fairs in the local community.

### Training & Development

PHL's commitment to its employees does not stop at the recruitment phase. Once hiring begins, which is expected to occur between 3-4 weeks prior to opening, each employee will be trained to include the following:

- Orientation to the Company and Property
- Specific on-the-job training
- Diversity Awareness Training
- Compulsive and Problem Gaming Awareness

The Diversity Committee will work with the Director of Human Resources and will provide general guidance to the property regarding the specific focus for the property and the related Diversity Plan which will include:

- A periodic review of the employment process to examine where employment opportunities are being advertised and whether Human Resources is reaching out to all diverse backgrounds.
- A look at the diversity in the management ranks and benchmark where it is today and look ahead to tomorrow. Ideally, our management diversity would mirror the surrounding markets served by our business. The Diversity Committee will look at new recruiting resources when positions become open.
- Increased level of participation in diversity memberships at the local level. A representative will be assigned to take part in the luncheons and networking events (i.e., Chamber of Commerce) and document their attendance at these events.
- Establishing a Diversity Bulletin Board to be displayed in back-of-house corridors to be changed periodically with the above information, including the Diversity Plan, and contain communications on diversity programs. Other items to include on the Bulletin Board are:
  - Corporate memos that address all employees
  - Property Diversity Initiatives

PHL is committed to providing a workplace in which its employees feel comfortable and believe that they are given the opportunity for advancement. This translates to a fun and comfortable atmosphere for its customers. PHL can accomplish this by having a well trained and attentive employee base that is representative of the local communities and markets services by its business. It prides itself on the training and development of each individual team member. By emphasizing the career development of each team member, PHL ensures the retention of its most important asset ... its employees!

### Complaint Resolution

PHL will encourage fair treatment of all employees and discourage the harassment, intimidation or coercion of any employee. The process to resolve discrimination and harassment complaints will be as follows:

- If an individual feels that he or she has been a victim of harassment or discrimination in any form by a manager, supervisor, co-worker, customer, client or any other person in connection with his or her employment, the employee should notify his or her supervisor, and an assigned member of the Human Resources Department, of the alleged incident or problem immediately. If the complaint involves the team member's direct supervisor or someone in the team member's direct line of supervision, he or she should contact the assigned member of the Human Resources Department. If an employee is uncomfortable with discussing this matter with the designated manager and/or supervisor or is not satisfied with the action taken by the designated manager and/or supervisor, he or she may select to bypass these individuals and notify the Human Resource Department immediately.
- Supervisors and managers should take each complaint of harassment/discrimination seriously and should not make judgments or render opinions as to the validity of the complaint. Each complaint brought to the attention of a supervisor/manager must be reported to the Human Resources Department by that supervisor/manager immediately.
- All allegations will be investigated by the Human Resources Department in a timely and confidential manner. They will take appropriate corrective action when warranted. Any team member who is found, as a result of an investigation, to have engaged in harassment or discrimination is in violation of this policy and will be subject to appropriate disciplinary action, up to and including termination of employment. Retaliation in any form against any team member who exercises his or her rights to make a complaint is strictly prohibited and will itself be cause for appropriate disciplinary action up to and including termination of employment.

## **B. Procurement**

### *Procurement Diversity Fundamentals*

- Departments that have delegated purchasing authority (i.e., Marketing, Facilities) will be strongly encouraged (required when possible) to solicit bids from at least one W/M/DBE in every bid process.
- PHL will identify and carve out pieces of large business that smaller W/M/DBE suppliers can handle. The Diversity Committee will coordinate with PHL Procurement and work with suppliers to determine opportunities. PHL will also document and market these successes.
- Many smaller suppliers typically provide services/products that are not specific to the general purchasing functions. All departments will be accountable to the General Manager to make their best efforts to include W/M/DBEs in their bid process.
- PHL will participate in local diversity organizations.
- We will identify staffing resources which will have responsibility for identification and development of W/M/DBE supplier base.
- Establish mentoring and facilitation programs.
- Increase public awareness by communicating procurement opportunities.
- Partner large national suppliers with local and regional suppliers.

### *Procurement Initiatives*

- Community Outreach.— Establish participation and representation in national and local supplier diversity councils.
  - Identify qualified local and regional suppliers by collaborating with state and local organizations and councils.
- Procurement Resources
  - Leverage corporate and current operations staffing resources to implement the Diversity Plan.
  - Internal training and development for diversity programs.

- Quarterly measurement and reporting programs.

### Community Outreach

PHL Local Gaming embraces diversity management as a critically important process for ensuring that there is opportunity for broad participation in its casino's economic benefits throughout the entirety of the Philadelphia-area community.

Our commitment to the community has its roots in the desire to reach out and partner with the appropriate local, state, national business/community groups and the regulatory agencies to support our mutual diversity initiatives.

PHL will collaborate and utilize the resources of existing state agencies of the Commonwealth such as the Pennsylvania Bureau of Minority and Women Business Opportunities ("BMWBO") and the Department of General Services for the purpose of supplier certification verification, small business development and new opportunities.

## **C. Construction**

### Overview

PHL will promote diversity by actively soliciting diverse participation in the bidding and negotiating process; both for contractors and subcontractors, and by fairly and objectively seeking to engage the most qualified contractors, subcontractors, vendors, suppliers and consultants when engaging in construction projects, including new construction, expansion projects and renovation efforts.

### Community Outreach

To ensure the broadest base of community, minority and women involvement in the construction process in Pennsylvania, PHL will work closely with a number of local economic development organizations to assist in identifying qualified contractors, to include local, ethnic chambers, the Minority Supplier Diversity Council, the Office of Economic Opportunity, and the Women's Business Development Center, among others.

If a qualified W/M/DBE does not meet required bonding requirements, yet is otherwise capable, PHL will encourage partnership with larger qualified businesses to enhance visibility and facilitate growth of the smaller business.

To assure the widest variety of qualified Pennsylvania participants, PHL will create public awareness of the construction opportunities afforded by this project by publicity notices and advertisements. Advertising will be directed to and placed in a variety of outlets, including ethnic-specific media outlets focused in print, television and radio. PHL will also reach out to trade associations.

PHL has discussed several aspects of the Diversity Plan through community outreach and the use of technology. A critical component of this Diversity Plan is supplier

qualification. One of the biggest challenges the smaller suppliers face is that they do not fully understand PHL's business and its associated needs. PHL is very proactive in this area and reaches out to suppliers to explain our business, culture and plans.

Contractor Performance Standards

PHL encourages the following high performance standards for its contractors and subcontractors:

- Contractors must be licensed in Pennsylvania in order to encourage growth and positive economic impact on state and local economies.
- Designated contractors will be required to employ licensed Pennsylvania subcontractors and both will be required to obtain bids from minority and women based businesses where feasible.
- Require participation by the general contractor in a building and construction trades apprenticeship programs
  - The stated goal of PHL's construction department is to develop a pool of qualified local residents who are able to meet the admission requirements and demands of trade union apprenticeship programs
- Must be a viable business with the appropriate business and contractor licenses
- Possess reliable and timely distribution

- Must have Internet capabilities
- Be financially stable
- Offer competitive pricing
- Have product or service expertise
- If they are a W/M/DBE, they must be certified as such.

During the bidding and procurement phase, PHL will competitively bid or negotiate every project and seek to include qualified local W/M/DBEs in the process where it is feasible. Contractor and construction management contracts will be sought with companies that have the appropriate experience commensurate with the size, scope and complexity of the project.

Reporting is a key tool that enables us to accurately measure the success of PHL's diversity efforts. Contractors will be required to include minority and women owned businesses in the subcontractor bidding and negotiation process whenever available and maintain accurate records detailing the reasons that any W/M/DBE could not be utilized.

#### **D. Reporting**

Measurement programs are critical to the success of any diversity program. PHL has outlined many different aspects of its Diversity Plan, but they would be meaningless if it did not have effective, real time tools to measure its effectiveness.

PHL will have quarterly reporting requirements to gauge its effectiveness. PHL will track the following:

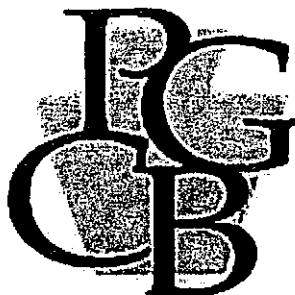
1. Employment data (i.e., job classifications, salary information, recruitment and training);
2. The total number and value of all contracts or transactions awarded for goods and services;
3. The total number and value of all contracts awarded to minority and women's business enterprises;
4. A list of each contract or transaction awarded to minority and women's business enterprises and the actual value of each contract or transaction;
5. The total number and value of all contracts awarded that contain a participation plan;

6. The total number and value of all subcontracts awarded to minority and women's business enterprises under contracts containing a participation plan;
7. A list of each subcontract awarded to minority or women's business enterprises under contracts containing a participation plan and the actual value of each subcontract;
8. A comprehensive description of all efforts made by the regulated entity to monitor and enforce the participation plan;
9. Information on minority and women investment, equity ownership and other ownership or management opportunities initiated or promoted by the regulated entity; and
10. Other information requested in writing by the Gaming Board to ensure compliance with the Act.

#### **E. Conclusion**

In order for this Diversity Plan to be fully effective, PHL needs to work closely with the Gaming Board, other governmental agencies, as well as other advocacy groups. Collaboration and partnership (getting all respective parties to take personal ownership and pride) is truly the key to success. PHL encourages an open dialog with all respective parties as it moves forward on this exciting opportunity.

PHL is continually exploring new ideas and concepts as a responsible business in the gaming industry. The Diversity Plan is not a static document and as it evolves, as relates to our programs and practices, PHL is committed to incorporating appropriate enhancements in its proposed operations in the Commonwealth.



**Pennsylvania Gaming Control Board**  
**Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

**NAME:** Robert J. Borghese, Esquire

**FIRM:** Borghese Law Firm

**ADDRESS:** 1601 Market Street, Suite 2601

**CITY:** Philadelphia

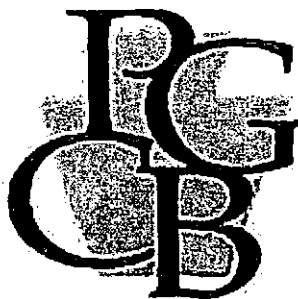
**STATE AND ZIP CODE:** Pennsylvania, 19103

**TELEPHONE:** (215) 567-5900

**ENTITY REPRESENTED:** PHL Local Gaming LLC

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

**DATE:** 11/14/12 Robert J. Borghese **SIGNATURE:** \_\_\_\_\_



**Pennsylvania Gaming Control Board**  
**Licensed Entity Representation Registration**

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**NAME:** John F. O'Riordan, Esquire

**FIRM:** O'Riordan Law Firm

**ADDRESS:** 1601 Market Street, Suite 2601

**CITY:** Philadelphia

**STATE AND ZIP CODE:** Pennsylvania, 19103

**TELEPHONE:** (215) 568-6864

**ENTITY REPRESENTED:** PHL Local Gaming LLC

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

**DATE:**

11/14/12

**SIGNATURE:**

[Signature]

[Signature]



**Pennsylvania Gaming Control Board**  
**Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: Victor P. Stabile, Esquire

FIRM: Dilworth Paxson

ADDRESS: 112 Market Street, Suite 800

CITY: Harrisburg

STATE AND ZIP CODE: Pennsylvania, 17101

TELEPHONE: (717) 236-4812

ENTITY REPRESENTED: PHL Local Gaming LLC

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

DATE: 11-15-12 SIGNATURE: [Signature]

PGCB-CA-0912 65 Initials [Initials]

## PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM

IN THE CHART BELOW, PROVIDE THE REQUIRED INFORMATION FOR ALL POLITICAL CONTRIBUTIONS, MONETARY OR IN-KIND, TO A CANDIDATE FOR NOMINATION OR ELECTION TO ANY PUBLIC OFFICE IN THIS COMMONWEALTH, OR TO ANY POLITICAL COMMITTEE OR STATE PARTY IN THIS COMMONWEALTH OR TO ANY GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF ANY SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY ON OR AFTER THE DATE YOUR ENTITY'S APPLICATION WAS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD (BOARD). THE APPLICANT OR LICENSEE MUST LIST POLITICAL CONTRIBUTIONS BY ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS AND KEY EMPLOYEES WHO HOLD SIMILAR GAMING LICENSES IN OTHER JURISDICTIONS. DO NOT INCLUDE CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICES OR TO COMMITTEES OR GROUPS ORGANIZED SOLELY IN SUPPORT OF FEDERAL CANDIDATES.

IF THERE IS MORE THAN ONE CONTRIBUTION TO THE SAME CANDIDATE, POLITICAL COMMITTEE, STATE PARTY, ETC., SEPARATE ENTRIES MUST BE LISTED FOR EACH CONTRIBUTION.

NOTE: IF YOU NEED SPACE FOR ADDITIONAL ENTRIES, PLEASE MAKE ADDITIONAL COPIES OF THIS FORM.

DATE OF CONTRIBUTION	NAME AND ADDRESS OF THE CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY, OR GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY	AMOUNT OR VALUE OF CONTRIBUTION
	DOES NOT APPLY	

SIGNATURE OF CEO/AUTHORIZED SIGNATORY

DATE SIGNED

PRINTED NAME OF CEO/AUTHORIZED SIGNATORY – TITLE

\*IF A PERSON OTHER THAN THE CEO OF THIS ENTITY IS DESIGNATED TO EXECUTE THIS DOCUMENT, THE BOARD MUST BE PROVIDED WITH A RESOLUTION OR AN AFFIDAVIT, CERTIFIED AS TRUE AND CORRECT, IDENTIFYING THE INDIVIDUAL SO DESIGNATED, AUTHORIZING THAT INDIVIDUAL TO EXECUTE THE DOCUMENT ON BEHALF OF BOTH THE ENTITY AND THE CEO.

12/11/12  
Initials *JS*

*PHL LOCAL GAMING, LLC*  
*Slot Operator and Management Company Application and Disclosure Information Form*

APPENDIX 1: DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH. THIS INFORMATION MUST BE SPECIFIC AND MUST BE ORGANIZED AROUND THE TOPICS SHOWN IN SCHEDULES 31 AND 32. ADDITIONALLY, APPLICANT MUST INDICATE THE RELATIONSHIP BETWEEN IT AND ITS AFFILIATED ENTITIES AS IT RELATES TO THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH IN THE FORM OF AN ORGANIZATION CHART WITH A NARRATIVE DESCRIPTION.

.....

The applicants, PHL LOCAL GAMING, LLC and MERIT PHL, LLC have formed new entities for the purpose of obtaining licensure to develop, own and operate a casino facility in Philadelphia, PA. Key Person, Joseph Canfora and his team, have extensive experience in the gaming industry in numerous jurisdictions and across the country.

As newly formed entities, neither PHL Local Gaming, LLC nor Merit PHL, LLC is currently involved in any business activities. Upon successful licensure, PHL and Merit intend to develop and operate a hotel and casino under the name CASINO REVOLUTION. As the newest casino in Pennsylvania, Casino Revolution will be true to its name. Management will focus on providing the latest and freshest concepts in games, players' rewards and guest service. Casino Revolution will be located in South Philadelphia near the historic Food Distribution District. The proposed facility is easily accessible by the majority of residents of metropolitan Philadelphia. Just minutes from the South Philadelphia Sports Complex, Casino Revolution will be conveniently located within the junction of I-76 and I-95 with high visibility from both interstates. Casino Revolution will attract Philadelphia locals as well as tourists who visit the city for a sporting event or other entertainment. The casino will serve as a major hub for the ongoing revitalization of the Food Distribution District and should help attract many of the area's 1.5 million residents to the area.

PLANS CALL FOR THE 431,050 SQ. FT. FACILITY TO HOUSE:

CASINO (176,800 SQ. FT.):

2,400 slot machines, 80 house banked tables, 25 player banked poker tables.

Restaurants (included in Casino square footage):

90 seat sports bar, 156 seat cafe, 300 seat buffet, 100 seat steakhouse, 100 seat Italian restaurant, Coffee Espresso bar, 300 seat buffet, 100 seat team dining room.

HOTEL (238,500 SQ. FT.):

220 deluxe rooms, 30 suites, state of the art fitness center.

PORTE COCHERE (15,750 SQ. FT.)

PARKING:

1,600 space parking deck, 800 space surface parking, 400 space employee parking

2-14

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 11A: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE  
LAST FIVE (5) YEARS.**

.....

**DOES NOT APPLY  
AS PHL WAS FORMED ON NOVEMBER 9, 2012**

*JP 11/14/12*

*PHL LOCAL GAMING, LLC*  
*Slot Operator and Management Company - Application and Disclosure Information Form*

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APPENDIX 11B: COPIES OF ANNUAL OR QUARTERLY FILINGS FOR THE  
LAST FIVE (5) YEARS REQUIRED UNDER THE LAWS OF A REGULATORY  
AGENCY OF ANOTHER COUNTRY.

.....

DOES NOT APPLY  
AS PHL WAS FORMED ON NOVEMBER 9, 2012

JP 11/14/12

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 14: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).**

.....

**DOES NOT APPLY**  
**AS PHL WAS FORMED ON NOVEMBER 9, 2012**

*JP 11/14/12*

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 15: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.**

.....

**DOES NOT APPLY**  
**AS PHL WAS FORMED ON NOVEMBER 9, 2012**

*JP 11/14/12*

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 17: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.**

.....

A Certified Copy of the Applicant's Certificate of Formation filed with the Delaware Department of State, its Operating Agreement, and its Application for Registration as a Foreign Limited Liability Company filed with the Pennsylvania Department of State, are attached.

*JP 11/14/12*

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "PHL LOCAL GAMING LLC", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2012, AT 2:59 O'CLOCK P.M.



5239966 8100

121214376

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9979795

DATE: 11-13-12

*JP 11/14/12*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:07 PM 11/09/2012  
FILED 02:59 PM 11/09/2012  
SRV 121214376 - 5239966 FILE

**CERTIFICATE OF FORMATION**

**OF**

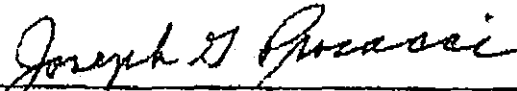
**PHL LOCAL GAMING LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the requirements of the Delaware Limited Liability Company Act (6 Del.C. Section 18-101, et seq.) hereby certifies that:

FIRST. The name of the limited liability company formed hereby is PHL Local Gaming LLC (the "Company").

SECOND. The address of the Company's registered office in the State of Delaware is 113 Barksdale Professional Center, Newark, Delaware 19711, and the name of the Company's registered agent at that address is Delaware InterCorp, Inc.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this November 9, 2012.

  
\_\_\_\_\_  
Joseph G. Procacci  
Authorized Person

*JP 11/14/12*

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

- ☐ Registered Limited Liability General Partnership (§ 8211)  
☐ Registered Limited Liability Limited Partnership (§ 8211)  
☐ Limited Partnership (§ 8582)  
☒ Limited Liability Company (§ 8981)

Name		
Robert J. Borghese		
Address		
50 S. 16th Street, 22nd Floor		
City	State	Zip Code
Philadelphia	Pennsylvania	19102

Document will be returned to the  
name and address you enter to  
the left.

←

Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

PHL Local Gaming LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

PHL Local Gaming LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Delaware Date of Formation: 11/9/2012

4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

3333 S. Front Street, Philadelphia, PA 19148 Philadelphia County

(b) Name of Commercial Registered Office Provider

County

*JP 11/14/12*

## 5. Check and complete one of the following:

- ☒ The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

113 Barksdale Professional Center, Newark, DE 19711

Number and street

City

State

Zip

- ☐ It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

Number and street

City

State

Zip

6. ~~For Restricted Professional Limited Liability Company Only. So the only applicable. The company is a restricted professional company organized to render the following professional service(s):~~

## Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8

7. The name and business address of each general partner.

Name

Business Address

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

Number and street

City

State

Zip

County

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this

14 day of November, 2012

PHL Local Gaming LLC

Name of Partnership/Company

*Joseph B. Prosser*

Signature

Manager

Title

JP 11/14/12

Docketing Statement DSCB:15-134A (Rev 2001)  
Departments of State and Revenue

One (1) copy required

**BUREAU USE ONLY:**

Dept. of State Entity # \_\_\_\_\_

Dept. of Rev. Box # \_\_\_\_\_

Filing Period \_\_\_\_\_ Date 3 4 5 \_\_\_\_\_

SIC/NAICS \_\_\_\_\_ Report Code \_\_\_\_\_

**Check proper box:**

*Pennsylvania Entities*

- ☐ business stock
- ☐ business non-stock
- ☐ professional
- ☐ nonprofit stock
- ☐ nonprofit non-stock
- ☐ statutory close
- ☐ management
- ☐ cooperative
- ☐ insurance
- ☐ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

*Foreign Entities*

State/Country Delaware Date 11/9/12

- ☐ business
- ☐ nonprofit
- ☒ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

*Other*

- ☐ domestication
- ☐ division
- ☐ consolidation

1. Entity Name:  
PHL Local Gaming LLC

2. Individual name and mailing address responsible for initial tax reports:

Joseph G. Procacci, 3333 S. Front St., Philadelphia, PA 19148

Name	Number and street	City	State	Zip
Joseph G. Procacci	3333 S. Front St.	Philadelphia	PA	19148

3. Description of business activity:

Gaming

4. Specified effective date, if any:

month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

Applied for

6. Fiscal Year End:

December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):

11/14/12

COPY

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Registration - Foreign

(15 Pa.C.S.)

- ☐ Registered Limited Liability General Partnership (§ 8211)  
☐ Registered Limited Liability Limited Partnership (§ 8211)  
☐ Limited Partnership (§ 8582)  
☒ Limited Liability Company (§ 8981)

Name <b>CT - COUNTER</b>		
City <b>81007103</b>	State <b>SDPA</b>	Zip Code <b>1</b>

Document will be returned to the name and address you enter to the left.

Fee: \$250

In compliance with the requirements of the applicable provisions (relating to registration), the undersigned, desiring to register to do business in this Commonwealth, hereby states that:

1. The name of the limited liability company/limited liability partnership/limited partnership in the jurisdiction in which it is formed:

PHL Local Gaming LLC

2. The name under which the limited liability company/limited liability partnership/limited partnership proposes to register and do business in this Commonwealth is:

PHL Local Gaming LLC

3. The name of the jurisdiction under the laws of which it was organized and the date of its formation:

Jurisdiction: Delaware Date of Formation: 11/9/2012

4. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

3333 S. Front Street, Philadelphia, PA 19148 Philadelphia County

(b) Name of Commercial Registered Office Provider County

2012 NOV 14 PM 4:32  
PA DEPT OF STATE

## 5. Check and complete one of the following:

☒ The address of the office required to be maintained by it in the jurisdiction of its organization by the laws of that jurisdiction is:

113 Barksdale Professional Center, Newark, DE 19711

Number and street

City

State

Zip

☐ It is not required by the laws of its jurisdiction of organization to maintain an office therein and the address of its principal office is:

Number and street

City

State

Zip

6. ~~For Restricted Professional Limited Liability Company Only. Strike out if inapplicable.~~ The company is a restricted professional company organized to render the following professional service(s):

**Limited Liability Partnership and Limited Partnership: Complete paragraphs 7 and 8**

7. The name and business address of each general partner.

Name

Business Address

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contribution is:

Number and street

City

State

Zip

County

The registered partnership hereby undertakes to keep those records until its registration to do business in the Commonwealth is canceled or withdrawn.

IN TESTIMONY WHEREOF, the undersigned has caused this Application for Registration to be signed by a duly authorized officer/member or manager thereof this:

14 day of November, 2012.

PHL Local Gaming LLC

Name of Partnership/Company

*Joseph B. Prosser*

Signature

Manager

Title

Docketing Statement DSCB:15-134A (Rev 2001)  
Departments of State and Revenue

One (1) copy required

**BUREAU USE ONLY:**

Dept. of State Entity # \_\_\_\_\_

Dept. of Rev. Box # \_\_\_\_\_

Filing Period \_\_\_\_\_ Date 3 4 5 \_\_\_\_\_

SIC/NAICS \_\_\_\_\_ Report Code \_\_\_\_\_

*Check proper box:*

*Pennsylvania Entities*

- ☐ business stock
- ☐ business non-stock
- ☐ professional
- ☐ nonprofit stock
- ☐ nonprofit non-stock
- ☐ statutory close
- ☐ management
- ☐ cooperative
- ☐ insurance
- ☐ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

*Foreign Entities*

State/Country Delaware Date 11/8/12

- ☐ business
- ☐ nonprofit
- ☒ limited liability company
- ☐ restricted professional
- ☐ limited liability company
- ☐ business trust

*Other*

- ☐ domestication
- ☐ division
- ☐ consolidation

1. Entity Name:

PHL Local Gaming LLC

2. Individual name and mailing address responsible for initial tax reports:

Joseph G. Procacci, 3333 S. Front St., Philadelphia, PA 19148

Name	Number and street	City	State	Zip
Joseph G. Procacci	3333 S. Front St.	Philadelphia	PA	19148

3. Description of business activity:

Gaming

4. Specified effective date, if any:

month/day/year hour, if any

5. EIN (Employer Identification Number), if any:

Applied for

6. Fiscal Year End:

December 31

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):

**PHL LOCAL GAMING, LLC**

**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 22:** DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 23. NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.

.....

**DOES NOT APPLY**

*JP 11/14/12*

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 23:** PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328.

HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OR ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.

.....

**DOES NOT APPLY**

*JP 11/14/12*

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 24:** PURSUANT TO §1330 OF THE GAMING ACT, NO LICENSEE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY MAY POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY.

DOES THE APPLICANT POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY? PROVIDE AN EXPLANATION OR WRITE "DOES NOT APPLY".

.....

**DOES NOT APPLY**

*JP 11/14/12*

**PHL LOCAL GAMING, LLC**  
**Slot Operator and Management Company – Application and Disclosure Information Form**

APPENDIX 28: PROVIDE A LIST OF ANY HOSPITAL, PLACE OF WORSHIP, SCHOOL, CHARITABLE INSTITUTION, PARK, ZOO OR ANY SIMILAR PLACE FREQUENTED BY THE PUBLIC WITHIN 1500 FEET OF THE PROPOSED FACILITY.

.....

**DOES NOT APPLY**

*JP 11/14/12*

*PHL LOCAL GAMING, LLC*  
*Slot Operator and Management Company – Application and Disclosure Information Form*

APPENDIX 31: PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.

.....

The current zoning classification of the real property is I-2. Upon selection for award of the license, the Applicant will apply to obtain zoning which will allow use as a casino.

JP 11/14/12

**PHL LOCAL GAMING, LLC**

**Slot Operator and Management Company – Application and Disclosure Information Form**

**APPENDIX 34:** PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.

.....

Copies of the site Impact Study, the Economic Impact of the Planned Casino Revolution Study, the PHL Casino Market Assessment and Pro Forma Financial Analysis are attached.

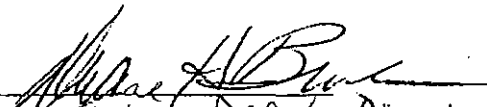
JP 11/14/12

# PHL Local Gaming LLC

3333 S. Front Street  
Philadelphia, PA 19148  
Phone: 215.163.8000

## RECEIPT OF DELIVERY

I hereby acknowledge receipt of delivery of the PHL Local Gaming LLC Local Impact Report for the casino proposed at the Front and Packer Street location.

Signature:  11/15/2012  
Title: Senior Deputy Director of Commerce  
Philadelphia City Commerce Department

SITE IMPACT STUDY

FOR A

PROPOSED CASINO

AT

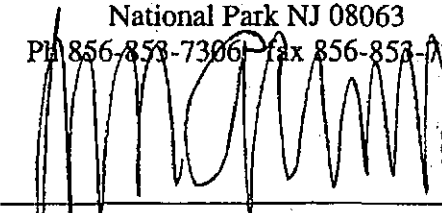
Proocacci Brothers

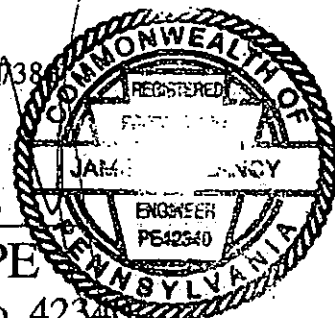
3499-3501 S 3<sup>rd</sup> Street  
3333 S Front Street  
3250 S Front Street  
3051 S Front Street

Date: November 14, 2012

Prepared by:

James A Clancy, PE  
601 Asbury Ave  
National Park NJ 08063  
PH 856-853-7306 Fax 856-853-7386

  
James A Clancy, PE  
PA Professional Engineer No. 42340



The existing flows were taken from actual meter readings using the combined peak flows from 3501 S 3<sup>rd</sup> Street and 3333 S Front Street copies enclosed.

3501 S 3<sup>rd</sup> Street for March 2012 produced a peak flow of about 600gpd (gallons per day)

3333 S Front Street for March 2012 produced a peak flow of about 70,000gpd

This gives an existing peak flow of 70600gpd

The proposed Casino (based on information provided by Barry Edmondson) is

- 832 employees times 10gpd = 8320gpd
- 8030 gamblers per day times 5gpd = 40150gpd
- 250 rooms at 80% occupancy times 100gal/unit = 20000gal/day

Total Casino flow  $8320 + 40150 + 20000 = 68470$ gpd

Therefore there is no impact to the Philadelphia water and sewer system. Actually there will be a minor reduction.

# City of Philadelphia Water/Sewer/Stormwater Bill

Questions? Call: 215-686-8880 (Water/Sewer) 215-685-6300 (Stormwater)



**Water Revenue Bureau**

Philadelphia Revenue Department  
1401 JFK Boulevard Phila., PA 19102-1663

## Account Information

Customer Name **PROCACCI BROTHERS**  
Service Address **3333 S FRONT ST**  
Account Number **028-35220-03333-001**

Billing Date **09/13/12**  
Includes Payments through **09/13/12**

Previous Balance	Payments/Adjustments	Charges	Account Balance	Payment Due
\$550.25	-\$1,172.73	\$1,187.97	\$565.49	\$565.49

## Service Information

Previous Account Balance **\$550.25**  
Payments/Adjustments **-\$1,172.73**

Payment Received (on 08/05/12 Thank You!) **-\$550.25**

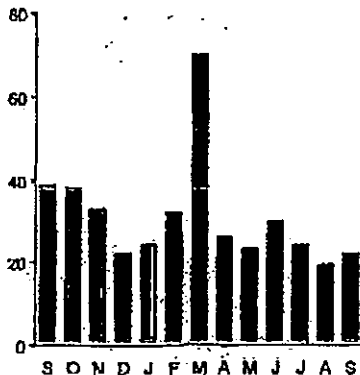
Adjustments **-\$622.48**

Current Charges **\$1,187.97**

Usage Charge **\$119.73**

Service Charge **\$10.78**

Stormwater Charge (See Back for Details) **\* \$1,057.46**



Usage History

Total Account Balance

**RECEIVED**

SEP 19 2012

\$565.49

Please Pay this Amount **PROCACCI BROTHERS** **\$565.49**

Meter Number	ERT Number	Service	From Reading	To Reading	Usage (ccf)
0164705	0088119571	41R	08/06/12 1295	09/07/12 1317	22

## Message

PAY BY PHONE (877) 309-3709; CREDIT CARD OR E-CHECK AT [WWW.PHILA.GOV](http://WWW.PHILA.GOV) FROM Make a Payment MENU  
SELECT Pay Water Bill.



Scan this QR code with your mobile device QR reader to access the City of Philadelphia's online payment center.

VOUCHER #

REF

VENDOR ID

ENTERED DATE

PD DATE

477412 707507  
9/17/12 300448

# City of Philadelphia Water/Sewer/Stormwater Bill

Questions? Call: 215-686-6880 (Water/Sewer) 215-685-6300 (Stormwater)

**Water Revenue Bureau**  
Philadelphia Revenue Department  
1401 JFK Boulevard Phila., PA 19102-1663

## Account Information

Customer Name OSCAR MAYER FOODS CORP  
Service Address 006 3333 S FRONT ST  
Account Number 028-35220-03333-006

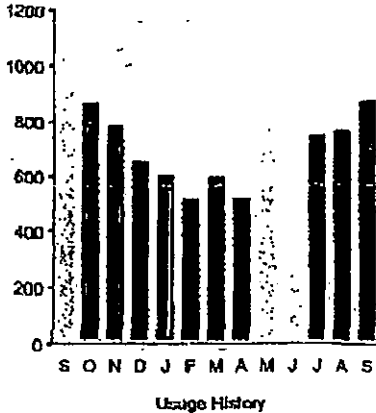
07

Billing Date 09/13/12  
Includes Payments through 09/13/12

Previous Balance	Payments/Adjustments	Charges	Account Balance	Payment Due
\$3,463.96	-\$3,848.74	\$4,205.74	\$3,820.96	\$3,820.96

## Service Information

Previous Account Balance \$3,463.96  
Payments/Adjustments -\$3,848.74  
Payment Received (on 09/05/12 Thank You!) -\$3,463.96  
Adjustments -\$384.78  
Current Charges \$4,205.74  
Usage Charge \$2,963.82  
Service Charge \$90.74  
Stormwater Charge (See Back for Details) \$1,151.18



Total Account Balance

**RECEIVED**

SEP 19 2012

\$3,820.96

Please Pay this Amount

PROCACCI BROTHERS

\$3,820.96

Meter Number	ERT Number	Service	From Reading	To Reading	Usage (ccf)
0652581	0033021414	H1X	08/08/12 5832	09/07/12 6702	870

## Message

PAY BY PHONE (877) 309-3709; CREDIT CARD OR E-CHECK AT WWW.PHILA.GOV FROM Make a Payment MENU  
SELECT Pay Water Bill.



Scan this QR code with your mobile device QR reader to access the City of Philadelphia's online payment center.

APR 9/21  
DATE  
707507  
VENDOR ID 9/20/12  
ENTERED DATE 30087

14 November 2012

Joseph G. Procacci  
Chief Executive Officer  
PHL Local Gaming LLC  
3333 South Front Street  
Philadelphia, PA 19148

**Re: Traffic Statement for  
Casino Revolution  
Proposed Casino and Hotel  
3333 South Front Street  
Philadelphia, PA**

Dear Mr. Procacci:

Langan Engineering & Environmental Services has prepared this traffic statement for Casino Revolution which consists of a proposed casino and hotel at 3333 South Front Street in Philadelphia. Specifically, we performed the following tasks:

- Reviewed the development proposal,
- Calculated site trip generation, and
- Qualitatively assessed traffic impact.

We have concluded that the site is ideal for the proposed casino and hotel from a traffic perspective. The majority of site traffic impact will be relegated to a small section of South Front Street between the Route 95 and Route 76 ramp intersections and the site. Moreover, the availability of the nearby Broad Street subway and the synergy that will occur with the adjacent stadium area will reduce the amount of traffic generated by the proposed casino and hotel and the associated impact.

#### **DEVELOPMENT PROPOSAL**

The casino will provide gaming consisting of 2,000 slot machines, 60 gaming tables and 25 poker tables. In addition, non-gaming space that is typical to casinos will be provided. The non-gaming space will consist of eating areas for patrons and back of house space for the casino operation, among other things. The hotel will provide 250 rooms that will largely be used by casino patrons.

The casino and hotel are envisioned to be located between South Front Street and South 3<sup>rd</sup> Street. Site access for patrons will be provided along South Front Street. All delivery and service access will be provided via South 3<sup>rd</sup> Street.

## TRIP GENERATION

Typically, trip generation is estimated by using trip rates contained in Trip Generation, 8th edition, published by the Institute of Transportation Engineers (ITE). The ITE does not have any trip rates for a casino like the one proposed, so we reviewed trip rates established by another firm for a regional Pennsylvania casino as a comparable. The peak traffic hours for that regional Pennsylvania casino were identified to be Friday evening from 5:00PM to 6:00PM and Saturday evening from 6:00PM to 7:00PM. Table 1 shows the trip rates used for estimating the trip generation of the proposed casino.

**Table 1 – Casino Trip Rates (Trips/Slot Machine)**

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	0.25	Enter	0.13
<u>Exit</u>	<u>0.13</u>	<u>Exit</u>	<u>0.16</u>
Total	0.38	Total	0.29

The proposed casino will have 2,000 slot machines, 60 gaming tables and 25 poker tables. The gaming tables can accommodate up to nine players and the poker tables can accommodate up to seven players. Accordingly, the total of 2,715 players that can be accommodated on the casino floor was used to estimate the trip generation shown in Table 2.

**Table 2 – Estimated Casino Trip Generation**

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	679	Enter	353
<u>Exit</u>	<u>353</u>	<u>Exit</u>	<u>435</u>
Total	1,032	Total	788

We used ITE hotel trip rates to estimate trip generation for the proposed 250-room hotel as shown in Table 3.

**Table 3 – Estimated Hotel Trip Generation**

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	78	Enter	100
<u>Exit</u>	<u>70</u>	<u>Exit</u>	<u>80</u>
Total	148	Total	180

Table 4 shows the total estimated trip generation for the proposed casino and hotel.

**Table 4 – Estimated Casino and Hotel Trip Generation**

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	757	Enter	453
<u>Exit</u>	<u>423</u>	<u>Exit</u>	<u>515</u>
Total	1,180	Total	968

The trip generation estimates in Table 4 are higher than what will actually occur for several reasons. First, the Broad Street subway line is within walking distance of the site. We expect a portion of casino patrons will use the subway to come to the site similar to other entertainment areas in the city like the stadium area and South Street. Second, the hotel will largely be used by casino patrons and will not necessarily generate its own traffic. Finally, the adjacent stadium area will provide a synergy with the casino. People coming to the stadium area for an event can easily walk over to the casino, further reducing the traffic that would be generated by the casino.

#### **QUALITATIVE TRAFFIC IMPACT ASSESSMENT**

From a traffic impact perspective, the site is well situated for the proposed casino and hotel. South Front Street will provide a direct connection between the site and Route 95 and Route 76. As such, the majority of site traffic impact will be relegated to a small section of South Front Street between the Route 95 and Route 76 ramp intersections and the site. These same intersections also serve the stadium area. Event traffic from the stadium area is several times more than what the proposed casino and hotel will generate. In addition, there are several north-south roads proximate to the site that city residents can use to travel to proposed hotel and casino. The availability of multiple routes to the site will reduce the traffic impact along any particular route.

As stated previously, we also expect that a significant number of casino patrons will use the Broad Street subway line to come to the site, similar to when an event is held in the stadium area. The availability of the subway will further reduce the traffic that will be generated by the proposed casino and hotel and the associated impact on the surrounding road network. Similarly, during an event in the stadium area, we expect people will walk over to the casino from the stadium area, further reducing the traffic impact of the proposed casino and hotel.

For the cited reasons, we reasonably expect that the surrounding road network will adequately accommodate the traffic that will be generated by the proposed casino and hotel.

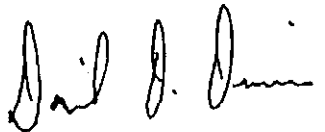
## CONCLUSION

We have concluded that the site is ideal for the proposed casino and hotel from a traffic perspective and that the surrounding road network will adequately accommodate site traffic.

Should you have any questions or comments concerning this traffic statement, please do not hesitate to contact our office.

Very truly yours,

**Langan Engineering and Environmental Services, Inc.**



Daniel D. Disario, P.E., PTOE  
Senior Associate



William G. Lothian, P.E.  
Project Manager

DDD:ddd

---

**TRAFFIC IMPACT ASSESSMENT**

**PHILADELPHIA CASINO & HOTEL**  
**FRONT STREET AND PATTISON AVENUE**  
**PHILADELPHIA, PA**

**Prepared For:**

**PHL Gaming, LLC**  
**c/o O'Riordan Law Firm**  
**1601 Market Street**  
**Suite 2601**  
**Philadelphia, PA 19103**

**Prepared By:**

**Langan Engineering & Environmental Services, Inc.**  
**30 South 17<sup>th</sup> Street, Suite 1300**  
**Philadelphia, Pennsylvania 19103**

*William B. Lothian*

**William Lothian, P.E.**  
**Professional Engineer License No. 026817-E**

*Daniel D. Disario*

**Daniel D. Disario, P.E., PTOE**

**14 February 2013**  
**220057201**

**LANGAN**  
**ENGINEERING & ENVIRONMENTAL SERVICES**

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Figure 1 – Site Location Map
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Appendix A – <u>Philadelphia Sports Complex Parking and Traffic Management Plan</u>
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## **EXECUTIVE SUMMARY**

PHL Gaming, LLC retained Langan Engineering and Environmental Services, Inc. to conduct a traffic impact assessment for the proposed construction of a new hotel and casino. The new hotel and casino is proposed to be located along Pattison Avenue between Front Street and 3rd Street in the City of Philadelphia, Pennsylvania. We have prepared this assessment in accordance with standard accepted methodologies.

### **Project Description**

The casino will provide gaming consisting of 2,400 slot machines, 80 gaming tables and 25 poker tables. In addition, non-gaming space that is typical to casinos will be provided. The non-gaming space will consist of eating areas for patrons and back of house space for the casino operation, among other things. The hotel will provide 250 rooms that will largely be used by casino patrons.

The casino and hotel will be located between Front Street and 3rd Street, which is to the east of the Philadelphia Sports Complex. Site access for patrons will be provided along Front Street. All delivery and service access will be provided via 3rd Street. The site location is shown in Figure 1.

### **Study Area**

We assessed the casino and hotel traffic for the following critical intersections:

- Front Street and I-95 Ramps (To/From the North)
- Front Street and I-76 Ramp (From the East)/I-95 Ramp (To the South)
- Front Street and I-76 Ramp (To the East)
- Front Street and Packer Avenue

### **Trip Generation**

We used data for another Pennsylvania casino and data compiled by the Institute of Transportation Engineers (ITE) as contained within the ninth edition of Trip Generation, to estimate trip generation for the casino and hotel. We then adjusted the estimated trip generation to account for available mass transit and the synergy and effects of an event at the Philadelphia Sports Complex. During non-event times at the Philadelphia Sports Complex, we estimate the casino and hotel will conservatively generate approximately 1,400 new trips (902 entering vehicles and 498 exiting vehicles) during the weekday evening peak hour and approximately 1,135 new trips (528 entering vehicles and 607 exiting vehicles) during the Saturday evening peak hour. During event times at the Philadelphia Sports Complex, we estimate the casino and hotel will conservatively generate approximately 980 new trips (631

entering vehicles and 349 exiting vehicles) during the weekday evening peak hour and approximately 795 new trips (370 entering vehicles and 425 exiting vehicles) during the Saturday evening peak hour.

### **Trip Distribution**

We determined the directional distribution of site generated traffic by reviewing traffic volume data contained in the Philadelphia Sports Complex Parking and Traffic Management Plan report dated 21 September 2010 and prepared by Langan. A copy of that report is in Appendix A. We then identified overall travel patterns to and from the Philadelphia Sports Complex, which we reasonably expect will be the same for the casino and hotel. Based on our review, we anticipate that 60% of site traffic will use I-76 and I-95 and 40% will use local roads to travel to and from the site.

### **Traffic Assessment**

During event times at the Philadelphia Sports Complex, the critical intersections accommodate high traffic volumes. The addition of the casino and hotel traffic during event times will not create a significant impact and any changes to traffic operations will be imperceptible. The hotel and casino traffic is a fraction of the traffic generated by events at the Philadelphia Sports Complex. Accordingly, we expect that during non-event times, the critical Front Street intersections will easily accommodate the casino and hotel traffic with favorable traffic operations.

The site is ideal for the proposed casino and hotel from a traffic perspective. The majority of site traffic impact will be relegated to a small section of Front Street between the I-76 and I-95 ramp intersections and the site. Consequently, the majority of site traffic will not have to travel anywhere near the Philadelphia Sports Complex to access the site, which will minimize the site traffic impact on the Philadelphia Sports Complex area.

PHL Gaming, LLC plans to utilize a shuttle bus or trolley service that will run along Pattison Avenue between the site and Broad Street during events at the Philadelphia Sports Complex. The shuttle service will allow event patrons to easily travel to and from the casino and hotel without having to use their own vehicle, which will further reduce the site traffic impact on the Philadelphia Sports Complex area. Moreover, the casino and hotel will allow event patrons to arrive earlier or depart later for events, which will improve traffic operations in the Philadelphia Sports Complex area. Event patrons can also park at the casino and hotel and then use the shuttle service to travel to the Philadelphia Sports Complex, which will also improve traffic operations in the Philadelphia Sports Complex area.

## **INTRODUCTION**

PHL Gaming, LLC retained Langan Engineering and Environmental Services, Inc. to conduct a traffic impact assessment for the proposed construction of a new hotel and casino. The new hotel and casino is proposed to be located along Pattison Avenue between Front Street and 3rd Street in the City of Philadelphia, Pennsylvania. We have prepared this assessment in accordance with standard accepted methodologies.

### **Project Description**

The casino will provide gaming consisting of 2,400 slot machines, 80 gaming tables and 25 poker tables. In addition, non-gaming space that is typical to casinos will be provided. The non-gaming space will consist of eating areas for patrons and back of house space for the casino operation, among other things. The hotel will provide 250 rooms that will largely be used by casino patrons.

The casino and hotel will be located between Front Street and 3rd Street, which is to the east of the Philadelphia Sports Complex. Site access for patrons will be provided along Front Street. All delivery and service access will be provided via 3rd Street. The site location is shown in Figure 1.

### **Study Area**

We assessed the casino and hotel traffic for the following critical intersections:

- Front Street and I-95 Ramps (To/From the North)
- Front Street and I-76 Ramp (From the East)/I-95 Ramp (To the South)
- Front Street and I-76 Ramp (To the East)
- Front Street and Packer Avenue

**Figure 1 – Site Location Map**

## **DESCRIPTION OF EXISTING CONDITIONS**

This section generally describes the road network, mass transit and traffic volumes near the site.

### **Road Network**

The road network near the site primarily serves the Philadelphia Sports Complex and provides considerable road capacity to accommodate event traffic at the complex. Front Street, 7th Street, Darien Street, 10th Street and Broad Street provide the north-south traffic flow near the site. Pattison Avenue and Packer Avenue provide the east-west traffic flow near the site. I-76 and I-95 provide regional access to this area with various ramp connections along Front Street, Darien Street and Broad Street.

The casino and hotel site is located along Front Street and is less than a half mile from the Front Street intersections with ramps to I-76 and I-95. The close proximity of the site to these ramp intersections provides efficient access to the regional highway network that is unique only to the site.

### **Mass Transit**

Subway service is provided along Broad Street to the west of the site. The last stop of the Broad Street line is at Pattison Avenue, which is approximately one mile to the west of the site. Bus service is also provided along Packer Avenue and 10th Street to the west of the site.

### **Traffic Volumes**

We previously prepared the Philadelphia Sports Complex Parking and Traffic Management Plan report dated 21 September 2010 to identify ways to better manage parking and traffic operations during events at the Philadelphia Sports Complex. A copy of that report is in Appendix A. As part of that report, traffic counts were conducted during a Phillies game and an Eagles game. The traffic counts began approximately 2-3 hours prior to the start of an event and continued until approximately 1-2 hours following the end of an event.

The Phillies game counts were conducted on Thursday, October 8, 2009 for a 2:37pm game. The pre-game counts were conducted from 12:00pm until 3:00pm and the post-game counts were conducted from 5:00pm until 8:00pm. It is also important to note that a Flyers game was scheduled that evening at 7pm at the Wachovia Center which did cause additional traffic volume because of departure for the Phillies game and the arrival for the Flyers game.

The Eagles game counts were conducted on Sunday, October 11, 2009 for the 1:00pm game. The pre-game counts were conducted from 10:00am until 1:30pm and the post-game counts were conducted from 3:30pm until 6:00pm.

Table 1 shows the peak hour volumes identified for the critical Front Street intersections based on the traffic counts conducted during the Phillies and Eagles games.

**Table 1 – Intersection Peak Hour Traffic Volumes  
Event Times**

<b>Intersection</b>	<b>Volume Range</b>
Front Street & I-95 Ramps	2,100-2,400
Front Street & I-76/I-95 Ramps	2,950-3,100
Front Street & I-76 Ramp	2,400*
Front Street and Packer Avenue	2,100-2,400

\*This intersection was only counted once so there is no volume range.

As can be seen in Table 1, during event times at the Philadelphia Sports Complex, the critical Front Street intersections accommodate high traffic volumes.

## SITE TRIP GENERATION AND DISTRIBUTION

This section of the report covers site generated trips and trip distribution.

### Trip Generation

Typically, trip generation is estimated by using trip rates contained within the ninth edition of Trip Generation, published by the Institute of Transportation Engineers (ITE). The ITE does not have any trip rates for a casino like the one proposed, so we reviewed trip rates established by another firm for a regional Pennsylvania casino as a comparable. The peak traffic hours for that regional Pennsylvania casino were identified to be Friday evening from 5:00PM to 6:00PM and Saturday evening from 6:00PM to 7:00PM. Table 2 shows the trip rates used for estimating the trip generation of the proposed casino.

**Table 2 – Casino Trip Rates (Trips/Slot Machine)**

<b>Friday Evening Peak Hour</b>		<b>Saturday Evening Peak Hour</b>	
Enter	0.25	Enter	0.13
Exit	0.13	Exit	0.16
Total	0.38	Total	0.29

The proposed casino will have 2,400 slot machines, 80 gaming tables and 25 poker tables. The gaming tables can accommodate up to nine players and the poker tables can accommodate up to seven players. Accordingly, the total of 3,295 players that can be accommodated on the casino floor was used to estimate the trip generation shown in Table 3.

**Table 3 – Estimated Casino Trip Generation**

<b>Friday Evening Peak Hour</b>		<b>Saturday Evening Peak Hour</b>	
Enter	824	Enter	428
Exit	428	Exit	527
Total	1,252	Total	955

We used ITE hotel trip rates to estimate trip generation for the proposed 250-room hotel as shown in Table 4.

**Table 4 – Estimated Hotel Trip Generation**

<b>Friday Evening Peak Hour</b>		<b>Saturday Evening Peak Hour</b>	
Enter	78	Enter	100
<u>Exit</u>	<u>70</u>	<u>Exit</u>	<u>80</u>
Total	148	Total	180

Table 5 shows the total estimated trip generation for the proposed casino and hotel.

**Table 5 – Estimated Casino and Hotel Trip Generation**

<b>Friday Evening Peak Hour</b>		<b>Saturday Evening Peak Hour</b>	
Enter	902	Enter	528
<u>Exit</u>	<u>498</u>	<u>Exit</u>	<u>607</u>
Total	1,400	Total	1,135

The trip generation estimates in Table 5 are higher than what will actually occur for several reasons. First, the Broad Street subway line and nearby bus routes are within walking distance of the site. We expect a portion of casino patrons will use mass transit and then walk to the site similar to other entertainment areas in the city like South Street. In addition, to accommodate patrons using the Broad Street subway during event times, PHL Gaming, LLC will provide shuttle bus or trolley service along Pattison Avenue between Broad Street and Front Street to transport people between the site and the subway and the Philadelphia Sports Complex. Second, the hotel will largely be used by casino patrons and will not necessarily generate its own traffic. Finally, the Philadelphia Sports Complex will provide a synergy with the casino. People coming to an event at the Philadelphia Sports Complex can easily walk over to the casino or take the shuttle service that will be provided by the casino, further reducing the traffic that would be generated by the casino. The opposite is also expected where event patrons would come to the casino and hotel and park and then walk or take the shuttle service over the Philadelphia Sports Complex, which would improve traffic operations in the complex area.

During non-event times at the Philadelphia Sports Complex, we have not accounted for any trip generation reductions to perform a conservative assessment. During event times at the Philadelphia Sports Complex, we have accounted for some trip generation reductions. As cited in the Philadelphia Sports Complex Parking and Traffic Management Plan report, during event times entertainment venues in and around the Philadelphia Sports Complex will experience trip generation reductions. Trip generation reductions are attributed to linked trips, which are made by event patrons coming to the Philadelphia Sports Complex who also go to an entertainment

venue while at the complex. Trip generation reductions are also attributed to a stay-away factor, which involves potential entertainment venue patrons who stay away during an event at the Philadelphia Sports Complex. The linked trips and the stay away factor could reduce the casino and hotel trip generation by as much as 50%; however, to perform a conservative assessment we have assumed a 30% reduction in trip generation to account for mass transit usage, linked trips and the stay-away factor during event times.

Table 6 shows the total estimated trip generation for the proposed casino and hotel during event times at the Philadelphia Sports Complex.

**Table 6 – Estimated Casino and Hotel Trip Generation  
Event Times**

<b>Friday Evening Peak Hour</b>		<b>Saturday Evening Peak Hour</b>	
Enter	631	Enter	370
Exit	349	Exit	425
Total	980	Total	795

### **Trip Distribution**

We reviewed the traffic volumes identified in the Philadelphia Sports Complex Parking and Traffic Management Plan report. Based on those traffic volumes, we identified overall travel patterns to and from the Philadelphia Sports Complex. Table 7 outlines the resulting trip distribution to and from the Philadelphia Sports Complex, which we reasonably expect will be the same for the casino and hotel.

**Table 7 – Overall Trip Distribution**

<b>To/From</b>	<b>Percent</b>
I-95 – North	15%
I-95 – South	15%
I-76 – East	15%
I-76 – West	15%
Broad Street – North	20%
10 <sup>th</sup> Street – North	5%
7 <sup>th</sup> Street – North	5%
Front – Street – North	10%

Based on the available ramps to the regional highways and the expected travel paths for casino and hotel patrons we identified the trip distribution for the Front Street critical intersections as outlined in Table 8.

**Table 8 – Intersection Site Trip Distribution**

<b>Intersection</b>	<b>Site Trip Percentage</b>
Front Street & I-95 Ramps	25%
Front Street & I-76/I-95 Ramps	40%
Front Street & I-76 Ramp	48%
Front Street and Packer Avenue	71%

## TRAFFIC ASSESMENT

This section of the report identifies the traffic volumes at the critical Front Street intersections during non-event and event times at the Philadelphia Sports Complex and qualitatively assesses site traffic impacts.

### Traffic Volumes Comparison

We conservatively compared the traffic volumes for the critical Front Street intersections with the highest estimated site traffic volumes that will use those intersections during event and non-event times at the Philadelphia Sports Complex. Table 9 shows the traffic volumes comparison.

**Table 9 – Intersection Traffic Volumes Comparison**

Intersection	Existing Volume	Site Traffic Volume	Site Traffic Volume
	Event Times	Event Times	Non-Event Times
Front Street & I-95 Ramps	2,100-2,400	245	350
Front Street & I-76/I-95 Ramps	2,950-3,100	392	560
Front Street & I-76 Ramp	2,400*	470	672
Front Street and Packer Avenue	2,100-2,400	696	994

\*This intersection was only counted once so there is no volume range.

As can be seen in Table 9, the estimated site traffic volumes that will travel through the critical Front Street intersections during event times will be a fraction of the overall intersection volumes and will range from approximately 10% to 33% of the intersection volume depending on the location. The addition of the casino and hotel traffic during event times will not create a significant impact and any changes to traffic operations will be imperceptible. In addition, the majority of site traffic will be relegated to Front Street, which will minimize the impact on event patrons heading to the Philadelphia Sports Complex.

During non-event times, the volumes at the critical Front Street intersections will be low as compared to those during event times shown in Table 9. The estimated site traffic volumes that will travel through the critical Front Street intersections during non-event times are nowhere near the existing intersection volumes during event times. As a result, we reasonably expect that during non-event times, the critical intersections will easily accommodate the casino and hotel traffic with favorable traffic operations.

## CONCLUSION

From a traffic impact perspective, the site is well situated for the proposed casino and hotel. Front Street will provide a direct connection between the site and I-76 and I-95. As such, the majority of site traffic volume will be relegated to a small section of Front Street between the I-76 and I-95 ramp intersections and the site. These same intersections also serve the Philadelphia Sports Complex. Event traffic from the Philadelphia Sports Complex is several times more than what the proposed casino and hotel will generate. In addition, there are several north-south roads proximate to the site that city residents can use to travel to the casino and hotel. The availability of multiple routes to the site will reduce the site traffic impact along any particular route.

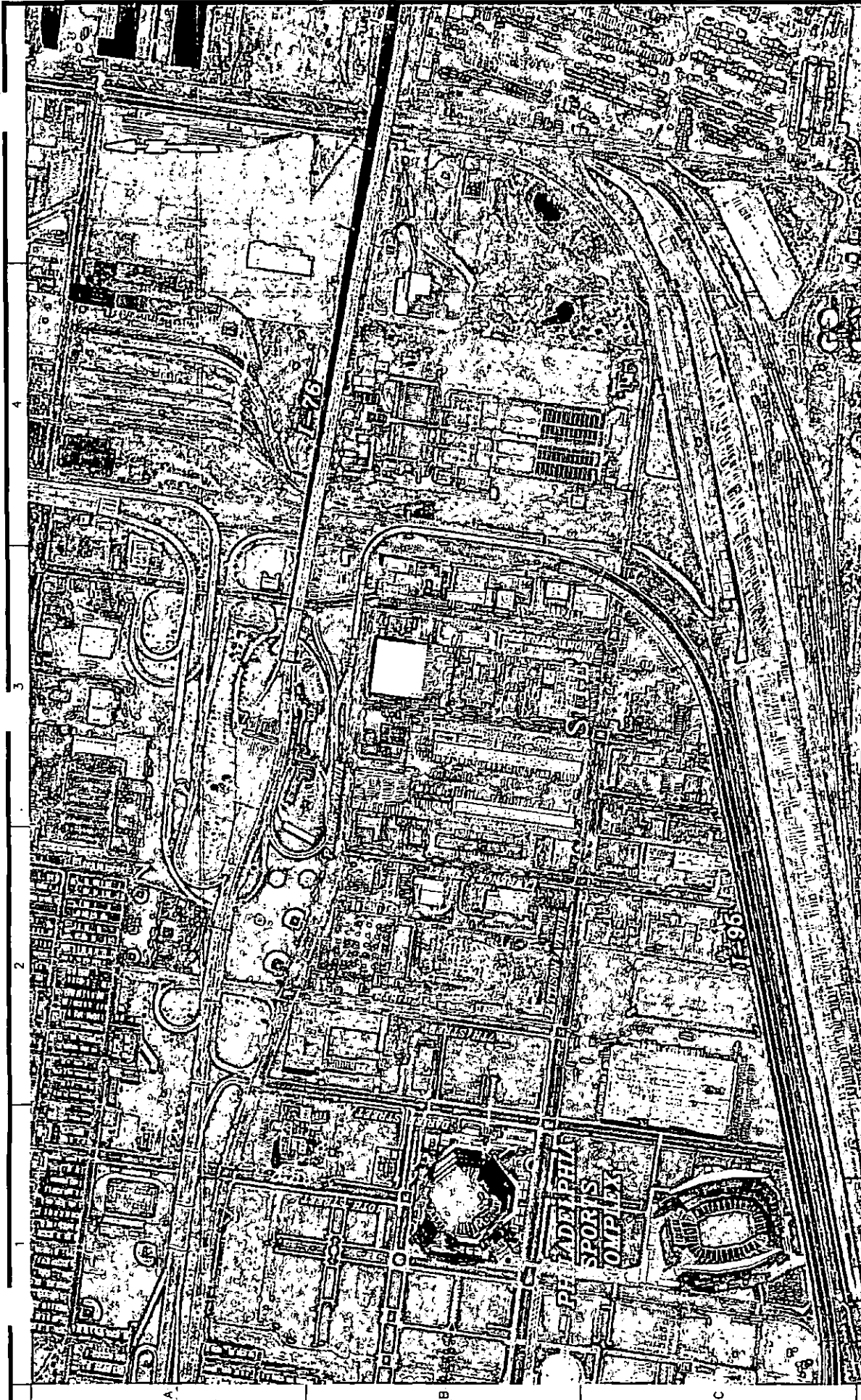
We also expect that a significant number of casino patrons will use area mass transit and then either walk to the site or take advantage of the shuttle bus or trolley service that PHL Gaming, LLC plans to utilize, running along Pattison Avenue between the site and Broad Street during events at the Philadelphia Sports Complex. The shuttle service will allow event patrons to easily travel to and from the casino and hotel without having to use their own vehicle, further reducing the site traffic impact of the proposed casino and hotel. We also expect event patrons to come to the casino and hotel and park and then walk or take the shuttle service over the Philadelphia Sports Complex, which would improve traffic operations in the complex area.

The casino and hotel will also help spread out the arrival and departure time periods for event traffic at the Philadelphia Sports Complex as some event patrons will arrive earlier or leave later so they can come to the casino or the hotel. The spreading out of event traffic over longer periods of time that the casino and hotel will cause will improve traffic operations within the Philadelphia Sports Complex area.

For the cited reasons, we have concluded that the site is ideal for the proposed casino and hotel from a traffic perspective and that the surrounding road network will adequately accommodate site traffic.

## **APPENDIX A**

### **Philadelphia Sports Complex Parking and Traffic Management Plan**



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		City of Philadelphia PHILADELPHIA COUNTY PENNSYLVANIA		Date 12/20/2012		Scale 1"=1000'		Submission Date 12/20/2012	
NEW JERSEY NEW YORK CONNECTICUT PENNSYLVANIA FLORIDA VIRGINIA CALIFORNIA ARIZONA TEXAS ILLINOIS INDIANA OHIO MICHIGAN WISCONSIN MINNESOTA IOWA KANSAS OKLAHOMA NEBRASKA MISSOURI ARKANSAS LOUISIANA ALABAMA GEORGIA SOUTH CAROLINA NORTH CAROLINA VIRGINIA WEST VIRGINIA MARYLAND DELAWARE PENNSYLVANIA NEW JERSEY NEW YORK CONNECTICUT		Drawn By ME		Sheet 1 of 1		Date 12/20/2012		Project PHIL GAMING, LLC CASINO & HOTEL	

# **Philadelphia Sports Complex Parking and Traffic Management Plan**

## **Philadelphia, Pennsylvania**

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**September 21, 2010  
220017201**



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## 1 Introduction

Traffic is a critical component in planning for the sustainable development and growth of any neighborhood, but it is especially important near large entertainment venues, such as in Philadelphia's Stadium District. In such areas, it is critical that vehicular and pedestrian traffic, and parking be carefully planned for safety, efficiency and minimization of impacts on the environment and local community. The City of Philadelphia clearly understands this need and has embarked upon this study that not only addresses existing congestion and parking conditions during major events, but also provides a plan to accommodate future economic growth and changes in land use patterns. This study focuses on operational improvements that will enhance the future experience for the communities, stadiums, teams, fans and other stakeholders.

The Philadelphia Sports Complex currently consists of four major professional sporting venues: Lincoln Financial Field, Citizens Bank Park, the Wachovia Center and the Wachovia Spectrum. The Spectrum is currently being demolished and its footprint will be replaced by the proposed *Philly Live!* project and reconfigured parking lots. Traffic operations for events at the Sports Complex are managed by a combination of entities. The Philadelphia Police Department controls traffic and pedestrians on the surrounding local street network. The event host provides some Stadium security personnel to help direct traffic and pedestrians before and after the event. Central Parking manages parking for the official on-site lots. During Eagles games and dual-events, overflow parking is provided in FDR Park and in the Naval Hospital lot and is managed by Expert Parking.

This Sports Complex Parking and Transportation Management Plan study provides suggestions to improve operations by making recommendations in four broad areas:

- Vehicular Traffic Management – to gain an understanding of traffic circulation, including signage and origin-destination pairs to get visitors to the Complex and to the appropriate parking location.
- Pedestrian Management Plan – including a review of pedestrian flow corridors and tailgate zones.
- Parking Management Plan – which may be described as “who parks where”
- Gameday Coordination Plan – a commonly agreed-to operations plan to describe the role of operations personnel and a joint understanding of how the gameday entities interact.

## 2 Existing Event Parking Analysis

The following is a brief discussion of various large events at the existing Sports Complex, including parking demands and a summary of traffic and parking management for events. Events are currently scheduled so that there is ample parking for all events, except for some dual events, when all lots can approach capacity. Table 1 summarizes peak demands for each individual existing use.

**Table 1**  
**Single Event Peak Parking Demand**  
**Existing Events at the Philadelphia Sports Complex**

<b>Event</b>	<b>Peak Single-Event Demand</b>
Wachovia Spectrum/Center Event	7,200
MLB Game	10,000
MLB Post-Season Game	15,000
NFL Game	18,000

### Lincoln Financial Field

Located within the sports complex, south of Pattison Avenue, Lincoln Financial Field (LFF) is the home of the NFL's Philadelphia Eagles. Lincoln Financial Field also hosts Temple University football games and occasional soccer games, concerts, the Army-Navy football game. From September 2008 through August 2009, Lincoln Financial Field hosted 21 major events.

Lincoln Financial Field has 68,532 seats for football games. Typically, almost all of the seats are sold for pro football games; however, actual attendance is typically lower due to "no-shows". During the 2008 season's, the average attendance was almost 96% of capacity. Pre-season games typically have an attendance of approximately 55,000.

Not every striped on-site space is used for Eagles games, due to parking inefficiencies from tailgating (most evident in the Wachovia lots), as well as the availability of parking in several large off-site private lots. The total supply of striped spaces for NFL games is 19,765 (5,497 spaces at Lincoln Financial Field, 8,318 spaces at Citizens Bank Park, and 5,959 spaces at the Wachovia complex). There are also about 2,600 overflow parking spaces in FDR Park and in the Naval Hospital lot.

### Citizens Bank Park

The baseball stadium, with 43,647 seats, is the home of the Philadelphia Phillies (MLB). It also hosts occasional concerts.

From September 2008 through August 2009, average baseball attendance was 43,723. During that time there were 87 baseball games and two concerts. High-attendance regular-season Phillies games have resulted in a parking demand of about 10,000 vehicles.

Overlapping or closely scheduled events at two (or more) entertainment facilities can result in magnified traffic and parking issues. These are called "dual-event days". In the time period mentioned above, there were events at both Citizens Bank Park and the Wachovia Complex on 32 days. With the closing of the Wachovia Spectrum, the number of such dual-event days may increase. For example, there may be fewer open days for scheduling concerts and family shows, leading to more event days at the Wachovia Center, and more dual-event dates when a Wachovia Center event is scheduled on the same day as an event at the other venues.

#### Wachovia Complex (Wachovia Center and Wachovia Spectrum)

The Wachovia Center, with 21,600 seats for basketball games, is home to the Philadelphia 76ers (NBA). The seating capacity is 19,519 for the arena's other major tenants, the Philadelphia Flyers (NHL) and the Philadelphia Wings (NLL). Former part-time tenants of the facility were the Philadelphia Phantoms (AHL) and Philadelphia Soul (AFL).

The Phantoms' primary facility was the Wachovia Spectrum. Formally closed on October 31, 2009, the Spectrum will be demolished and the site reused by the *Philly Live!* development. The Philadelphia KiXX (MISL [soccer]) also called the Spectrum home, though they have now moved to a different facility (Liacouras Center at Temple University) not on the Sports Complex. Seating capacity at the Spectrum was 18,136 for basketball and 17,380 for other sports.

From September 2008 through August 2009, the two arenas hosted approximately 280 major events. About 16% of the events were NBA basketball games and approximately 17% were NHL hockey games. Including the minor league teams mentioned above, sporting events comprised about 58% of the annual events. Another 27% are family shows and 13% are concerts. The remaining 3% of events included private events and religious and motivational speakers. Some examples of non-sporting events hosted at Wachovia are Disney on Ice, monster trucks, the circus, and wrestling.

About 60% of arena events occurred on the same day as another arena event; with 12% of event days having three or four events. The vast majority of dual-event days (days on which an event was scheduled at both the Wachovia Spectrum and the Wachovia Center) occurred on Friday, Saturday, or Sunday. Multi-event days (when multiple events occurred at one facility over the course of the day) mostly occurred on Saturday.

The peak attendance for a 76ers game has been approximately 16,000 patrons, for a Flyers game the peak attendance has been approximately 18,000 patrons, and for a sold-out concert the attendance is approximately 20,000 patrons. High-attendance

Flyers and Sixers games result in a regular-season parking demand of about 7,200 vehicles.

#### Single Day Peak Parking Demand

The Dual Event combination of a Phillies post-season game plus a Flyers game could result in more parked cars than an Eagles game. Table 2. below compares the demand of a typical Eagles game with the demand of a Dual Event day.

The Dual Event day parking counts in the table below are from October 8, 2009, when the Phillies game ended about 45 minutes before the Flyers game began. Thus, not all 19,300 cars were parked simultaneously. However, there are rare occasions when the start and end of two events overlap slightly, increasing the number of cars that would be parked simultaneously.

**Table 2**  
**Single Day (Multiple Events) Peak Parking Demand**  
**Existing Events at the Philadelphia Sports Complex**

<b>Event</b>	<b>Eagles Game</b>	<b>Phillies Playoff Game + Flyers Game</b>
NFL Game	18,000	
NHL Game		6,000
MLB Post-Season Game		13,300
<b>Total</b>	<b>18,000</b>	<b>19,300</b>

#### Existing Transit Conditions

The Southeastern Pennsylvania Transportation Authority (SEPTA) provides subway service to the Sports Complex via the Pattison Station of the Broad Street Line. The Pattison Station is at the intersection of Pattison Avenue and Broad Street, adjacent to the Sports Complex. There are four station head houses, two north of Pattison Avenue and two south of Pattison Avenue, all on the east side of Broad Street. While the subway is the primary means of public transportation to events at the Sports Complex, several local SEPTA bus lines also serve the area.

The ride on the Broad Street Line from Center City to the Sports Complex takes approximately 11 minutes on the local subway service. On certain event days, local service is supplemented by "Sports Express Service". These express trains take eight minutes to complete the same trip. Depending on the size of the event, up to ten Sports Express trains are run, supplementing local service. At the conclusion of events, multiple subway trains are staged at Pattison Station to meet the demand.

Both local and Sports Express trains start at the Fern Rock Transportation Center (the northern terminal of the Broad Street Line), where there are over 600 daily parking spaces in the SEPTA lot. Parking costs \$2 for the day on weekdays and is free on weekends.

Table 3 shows average ridership at Pattison Station for peak event days. In general, roughly 10% of all attendees take transit to events at the Sports Complex. SEPTA ridership for Phillies games varies depending on the nature of the event, from roughly 3,500 riders for regular season games, to 5,300 for playoff games, and up to 7,900 for World Series games. The increased ridership for post-season events is likely due to increased activity from non-ticket holders attending events around Citizens Bank Park.

**Table 3**  
**SEPTA Ridership for events at the Sports Complex**

Event Type	Ridership	SEPTA Mode Share
Phillies Regular Season	3,475	8%
Phillies Playoffs	5,292	N/A
Phillies World Series	7,861	N/A
Flyers	2,106	10%
Sixers	2,248	11%
Eagles	8,693	13%

### 3 Stakeholder Comments

The consultant team met with several stakeholders at the start of the project. The stakeholders included:

- Mayor's Office of Transportation
- Philadelphia Department of Streets
- Sports Complex Special Services District (SCSSD)
- Philadelphia Police Department
- Philadelphia Eagles
- Philadelphia Phillies
- Comcast-Spectacor
- Central Parking
- The Cordish Companies (developers of *Philly Live!*)

The main stakeholder comments are summarized below, and were used to guide the study:

#### Coordination

- Stakeholders felt that coordination between gameday operations entities could be improved. A "Standard Operations Plan" (SOP) would help better define the roles of parking and traffic management staff.
- A Traffic Management Center (TMC) at the Wachovia Center currently includes feeds from several cameras located in the Wachovia Lots. The system allows supervisors in the TMC to visualize conditions on the surrounding roadways and parking lots and provide feedback to traffic and parking management personnel. Some stakeholders would like to see this system expanded to include cameras in the Eagles and Phillies lots. There are plans to make these feeds available in the Philadelphia Police Department's offices near the Navy Yard.
- Some stakeholders suggested that operations would be improved if traffic management squad leaders from the Police Department would be able to supervise their staff. In the past, the Lieutenants in charge would be able to visit their staff at various locations to ensure that they were implementing the operations plan as intended. With recent changes in staffing levels, these Lieutenants now help direct traffic at specific locations and do not always have the option to leave their posts to directly supervise their staff.

#### Operations

- Some stakeholders identified pedestrian management practices and "don't block the box" operations as the most critical issues. Improved pedestrian management and less queuing through intersections would lead to optimal intersection capacity by allowing all users maximum use of available green time.
- Some stakeholders suggested that operations may be improved by reallocating personnel from internal Sports Complex roadways to regional bottlenecks.

- Some stakeholders suggested the use of exclusive pedestrian phases – “Ped Scramble phases” – to help minimize pedestrian-vehicle conflicts.
- Specific event ingress and egress signal timing plans exist for major intersections along Broad Street and Pattison Avenue. However, these signal plans are typically overridden by traffic management personnel. Some stakeholders also expressed concerns about whether the coordination between intersections was configured to allow for the best egress conditions.

#### Parking Patterns

- Some stakeholders suggested that ingress conditions could be improved using a number of techniques:
  - Increase plaza entry capacity to minimize queues spilling back to area roadways
  - Simplify the parking plan to reduce the number of parking categories
  - Re-assess the locations of crosswalks and pedestrian crossing paths to minimize vehicle-pedestrian conflicts
- A suggestion was made to consider alternate fare collection methods, including E-ZPass, to improve plaza processing rates, thereby improving ingress conditions. The teams expressed willingness to introduce new parking patterns if it helps improve ingress or egress conditions.

#### Worst-Case Conditions

- The sports entities described the worst-case conditions for their respective events.
- Egress conditions were universally described as being worse than ingress. While stakeholders recognize opportunity for improvement in the ingress condition, arrivals are generally spread over a longer timeframe. The more concentrated nature of departures on egress was cited as the bigger concern.
  - Phillies egress conditions are worst during weekday midday games because the egress period coincides with the weekday evening commuter peak hour.
  - Eagles egress conditions are worst “in the dark”, including night games, and late-season afternoon games. This is believed to be because it is difficult for fans to identify lot exits and departure routes with the current signage system.
  - Egress conditions are worst for concerts at the Wachovia Center. Concerts typically end after 11, and the traffic management staff shift ends at 10:50. As a result, concert attendees typically do not have the benefit of traffic management on egress. Concert-goers are also more likely to be unfamiliar with the egress routes, and typically would be most receptive to traffic management guidance.

#### Community Issues

- This study recognizes the importance of how the operations in and around the sports complex impact the community and that efficient traffic and parking operations during events benefit both the community and the sport venues at the same time.

- The SCSSD commissioned a study in 2006 that identified transportation issues and recommendations to benefit both the community and regional transportation system. This study identified many neighborhood transportation initiatives and traffic calming projects that have been implemented since the completion of the study. Traffic calming islands installed along 20th Street and Packer Avenue are currently operating well and provide a calming affect on traffic along these corridors.
- The corridor that experiences significant volume increases during the “break” of larger events is the 10th Street corridor. This corridor includes two northbound lanes that narrow to one lane at Bigler Street. The cross-section gives the feel of a regional roadway, when in fact it’s a residential street that narrows at Bigler Street creating congestion at the intersection. The SCSSD study had identified various options for traffic calming along this corridor and a gateway treatment to better define the character of the roadway and reduce cut-through traffic from using this corridor. This is also a concern regarding the X-gate being open during the “break”. Recommendations to restrict traffic from being able to make the left turn onto 10th Street after exiting X-gate would alleviate some of that concern, and has been further defined within the study.
- There are also several community initiatives such as the VSN detail in Districts 1 and 2 and the parking permit programs in District 3 and along 20th Street and Packer Avenue that are vital in providing a level of security and quality of life benefits to the community and these initiatives should be retained in these areas.
- As various recommendations are made through this operations study, it is important to keep in mind the prior recommendations made in prior reports that could be implemented in conjunction with the results of this study to incorporate these community concerns and improve the overall transportation network for the benefit of both the surrounding communities and the sports venues.

#### **4 Data Collection**

In order to quantify the traffic patterns and operations at the intersections within the study area, an extensive data collection program was undertaken throughout the study area. Prior to the data collection process, field observations were conducted so that the project team had a better understanding of the traffic patterns and flows and to develop a data collection program that would capture all relevant information needed. Project team members were stationed throughout the study area at critical locations to better understand traffic operations, traffic flow, transit patterns, parking lot operations and pedestrian movements. These field observations took place several times prior to the actual data collection effort took place, and occurred during events at Citizens Bank Park, Lincoln Financial Field, and at the Wachovia Center.

The data collection effort included automatic traffic recorder (ATR) counts on key roadways, manual turning movement (MTM) counts at critical intersections and extensive field observations at other key locations. This data collection effort was conducted during a Phillies game, an Eagles game and a Flyers game. The MTM counts began approximately 2-3 hours prior to the start of the event and the continued until approximately 1-2 hours following the end of the event. After the event, the counts continued until the roadways were back to free-flow conditions. Figures in Appendix A depict the roadway segments and intersections where counts took place, and the traffic patterns for arrival and departure to and from the sports complex.

The Phillies game counts were conducted on Thursday, October 8, 2009 for a 2:37pm game. The pre-game counts were conducted from 12:00pm until 3:00pm and the post-game counts were conducted from 5:00pm until 8:00pm. It is also important to note that a Flyers game was scheduled that evening at 7pm at the Wachovia Center which did cause additional traffic issues and congestion for the departure of the Phillies game and arrival for the Flyers game.

The Eagles game counts were conducted on Sunday, October 11, 2009 for the 1:00pm game. The pre-game counts were conducted from 10:00am until 1:30pm and the post-game counts were conducted from 3:30pm until 6:00pm.

The Flyers game counts were conducted on Thursday, November 12, 2009 for the 7:00pm game. For this event, we reduced the number of count locations due to the smaller number of people a Flyers game generates compared to the Phillies or Eagles. The pre-game counts were conducted from 5:30pm until 7:30pm and the post-game counts were conducted from 9:00pm until 10:30pm.

Additional field visits were conducted after the data collection process to conduct additional observations of operations at specific locations.

## 5 Existing Conditions Operations and Short Term Recommendations

The following section describes observations of gameday operations. For each section, we have identified aspects of the gameday operations plan that may be improved by the proposed recommendations.

### Pedestrian Management

#### Pedestrian Crossings

Stakeholder operational concerns included pedestrians crossing out of phase, jaywalking at intersections, and pedestrians crossing illegally at mid-block locations. In late September 2009, the Eagles and Phillies reassigned some of the Stadium security personnel to the roadways before and after events to help manage pedestrians and traffic. The additional traffic management staff significantly helped mitigate many of the observed pedestrian management issues. After the supplemental staff was in place, pedestrians generally crossed in-phase and at designated locations. Pedestrian crossings at the intersections along Pattison Avenue with 11th Street and with Darien Avenue were highest in the 15-30 minutes before the start of football and baseball events, and in this time period, pedestrians were observed crossing out-of-phase. Pedestrian traffic management staff at these intersections should be directed to override signals as needed only during this peak 30-minute period, and only to allow for pedestrian crossings (i.e. an all pedestrian phase - see Figure 5-1 below).



Figure 5-1: Exclusive pedestrian phases should be implemented close to game time for high attendance events.

Pedestrian conflicts along the Pattison Avenue corridor can be mitigated significantly by implementing a number of improvement measures. Most of the observed issues were due to pedestrians crossing north-south across Pattison Avenue at the intersection of Pattison and 11<sup>th</sup> to reach their target facility. By encouraging these pedestrians to cross Pattison Avenue to be on the correct side of Pattison before they reach the 11<sup>th</sup> Avenue intersection, the actual crossing volume at the critical intersection of Pattison and 11<sup>th</sup> can be greatly reduced.

For example, some pedestrians can be crossed to the event-side sidewalk of Pattison Avenue at the intersection of Broad Street and Pattison Avenue. During some phases, there are opportunities to cross pedestrians north-south at locations in the middle of the intersection where they would not interfere with vehicular movements (see Figure 5-2). These locations are not striped crosswalks; however, traffic management staff can be directed to safely cross pedestrians at these locations during the complimentary phases. By utilizing these opportunities in each cycle to cross pedestrians at conflict-free locations, the volume of pedestrians crossing during phases when cars conflict with pedestrians would be reduced. As a result, the vehicular traffic movements would be able to flow more freely. It should be noted that this new crossing must be managed by traffic enforcement agents, and that they should be trained on how to best maximize efficiency while ensuring pedestrian safety.

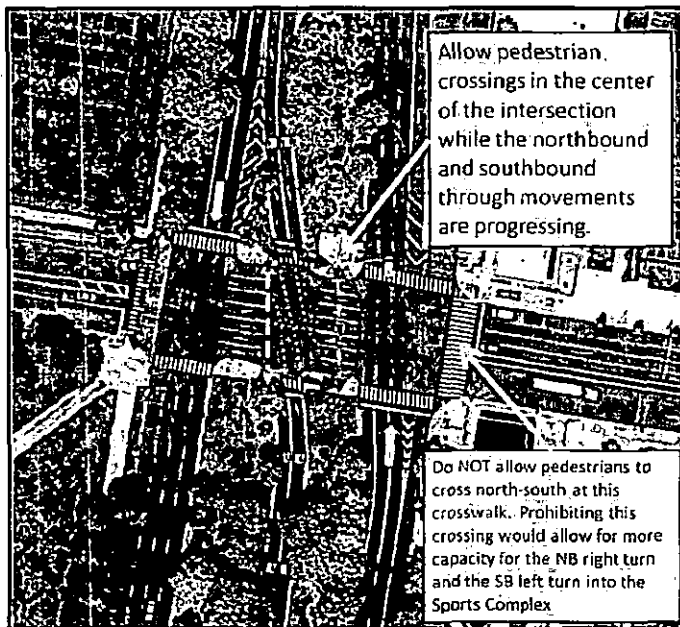
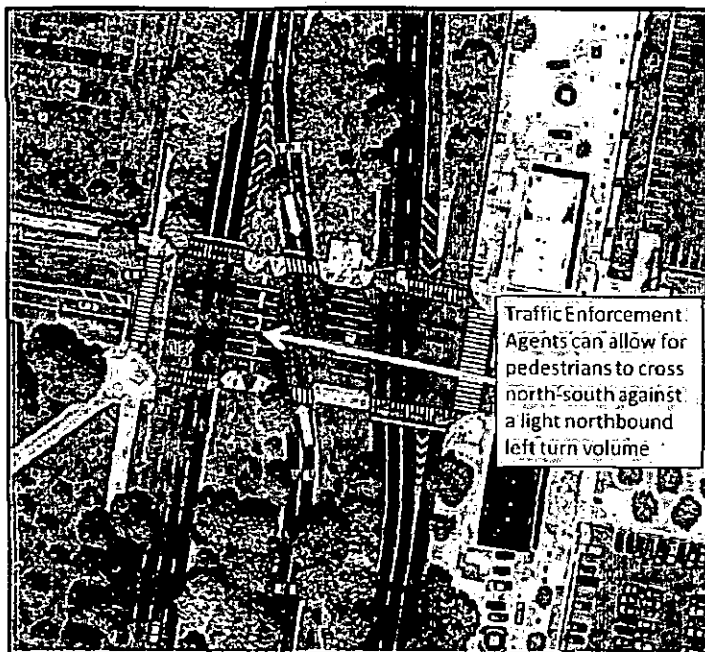
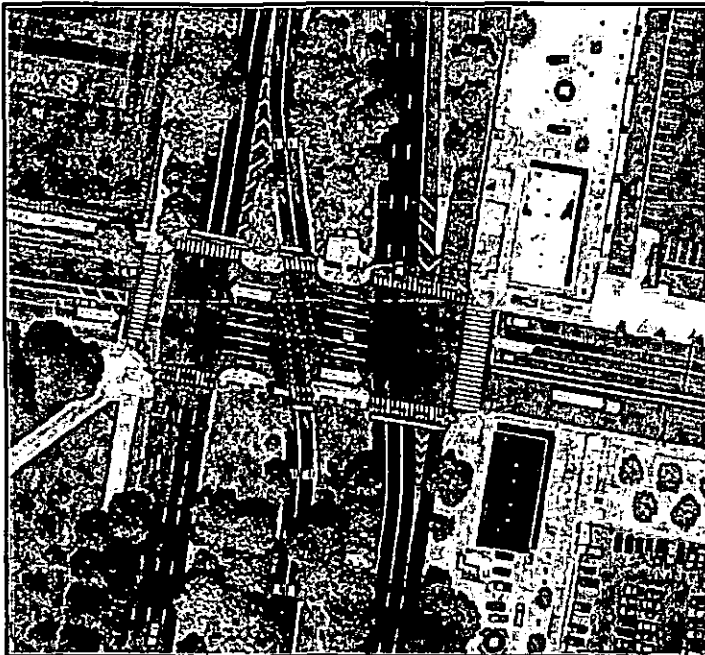


Figure 5-2 (3 parts): Managed pedestrian crossings in the center of the intersection of Broad Street and Pattison Avenue can help reduce pedestrian-vehicle conflicts further east along Pattison Avenue.



The pedestrian crossing volumes can also be managed by strategically directing fans to specific exits from the Pattison Avenue subway station with the use of signs and/or staff. For events at the Lincoln Financial Field and Wachovia Center, all fans should be directed to use the South exits from the Pattison Avenue station whenever practical.

For events at Citizens Bank Park, the northern access points from the Pattison Avenue station provide a more direct route to the venue. In general, over 80% of the pedestrian volume along Pattison Avenue for a Phillies game was observed to

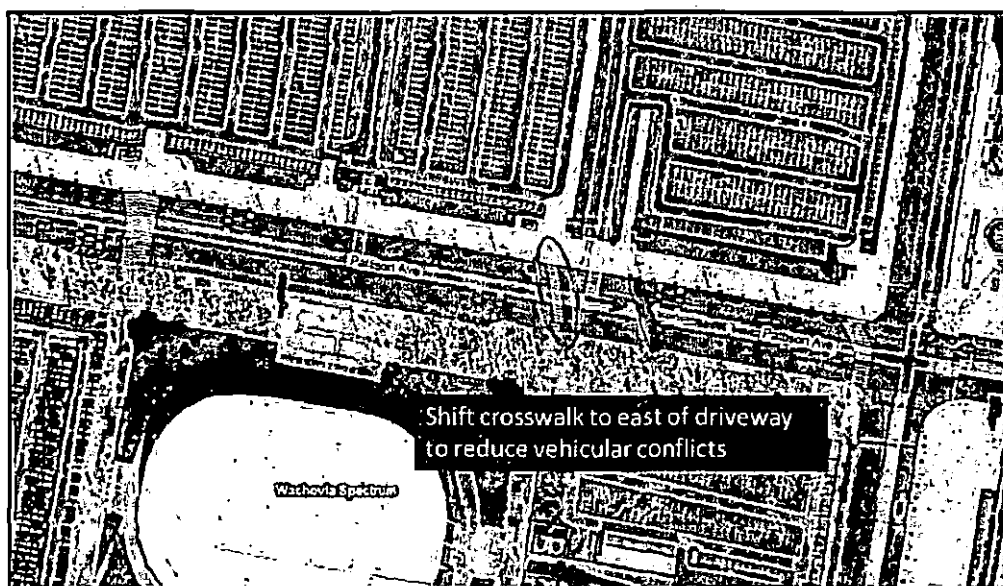
be on the north sidewalk. However, signage should be provided within the Station to direct fans to use the northern entrances. The Southern access points should remain open for access to the Commuter Lot at the Wachovia Center, but signage should be in place to designate these entrances as being intended solely for access to the commuter lot.

Consider the use of bike racks (French barriers) or pedestrian crossing guards at limited locations to restrict midblock crossings.

Jaywalking activities and mid-block crossings were significantly reduced with the introduction of dedicated pedestrian management staff during Lincoln Financial Field and Citizens Bank Park events. The measures outlined above should help further reduce these activities.

### Crosswalk locations

Some crosswalk locations can be removed or relocated to reduce pedestrian-vehicle conflicts. The east crosswalk on Pattison Avenue between 11<sup>th</sup> Street and Broad Street can be relocated east of the entry gate. This would allow eastbound left turns to enter the gate without conflicting with pedestrians (see Figure 5-3). The proposed relocation would also help in the egress condition, when vehicles would be allowed to exit the Pattison Avenue east gate and turn right onto Pattison Avenue westbound. The pedestrian gate may need to be relocated to accommodate this change.



**Figure 5-3: Crosswalk relocations can help reduce the number of pedestrian-vehicle conflicts.**

Similarly, the crosswalk along Darien Street south of Pattison creates a conflict point between pedestrians and vehicles. Pedestrians from Lots M and N exit via the gate and then use the crosswalk immediately in front of them. The pedestrian crossing movement conflicts with southbound traffic on Darien Street. A series of french